

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§ Chapter 11
TALEN ENERGY SUPPLY, LLC, et al.¹	§ Case No. 22-90054 (MI)
Debtors.	§ (Jointly Administered)
§	

**COVER SHEET TO FINAL FEE APPLICATION OF PACHULSKI
STANG ZIEHL & JONES LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD FROM
JUNE 2, 2022 THROUGH MAY 17, 2023**

Complex Case Fee Application Coversheet (Hourly)

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP	
Applicant's Role in Case:	Co-counsel to the Official Committee of Unsecured Creditors	
Docket No. of Employment Order(s):	Docket No. 964, effective June 2, 2022	
Interim Application (<input type="checkbox"/>) No. Final Application (<input checked="" type="checkbox"/>)	This is the final fee application.	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	02/01/23	05/17/23
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (<input type="checkbox"/>) Y/N		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (<input type="checkbox"/>) Y/N		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (<input type="checkbox"/>) Y/N		
Do expense reimbursements represent actual and necessary expenses incurred? (<input type="checkbox"/>) Y/N		

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas, 77380.

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Compensation Breakdown for Time Period Covered by this Application	
Total professional fees requested in this Application:	\$2,205,123.00
Total professional hours covered by this Application:	1,812
Average hourly rate for professionals:	\$1,216.00
Total paraprofessional fees requested in this Application:	\$159,773.00
Total paraprofessional hours covered by this Application:	324.4
Average hourly rate for paraprofessionals:	\$492.00
Total fees requested in this Application:	\$2,364,893.00
Total expense reimbursements requested in this Application:	\$30,849.60
Total fees and expenses requested in this Application:	\$2,395,742.60
Total fees and expenses awarded in all prior Applications:	\$1,850,309.00
Plan Status: On November 18, 2022, the Debtors filed a Notice of Global Settlement with Official Committee of Unsecured Creditors [Docket No. 1554]. Subsequently, following the confirmation hearing held on December 15, 2022, the Court entered an order [Docket No. 1760] confirming the <i>Joint Chapter 11 Plan of Talen Energy Supply, LLC and its Affiliated Debtors</i> [Docket Nos. 1570 & 1694] (as may be further amended or modified, the “ <u>Plan</u> ”) on December 20, 2022. The effective date of the Plan occurred on May 17, 2023 [Docket No. 2060].	
Primary Benefits: During the Final Application Period (defined below), the professionals of PSZJ (defined below) primarily focused their efforts on assisting the Committee and its other professionals in representing the interests of general unsecured creditors in these chapter 11 cases. Among other things, these efforts culminated in the negotiation of a global settlement among the Debtors, Committee, and other parities in interest, which were incorporated into the Debtors’ Plan. During the Forth Interim Application Period (defined below), the professionals of PSZJ primarily focused their efforts on preparations for the effective date of the Debtors’ Plan, including preparing for the formation of the Talen GUC Trust, continuing the claims reconciliation process, and working with the Debtors and other parties in interest on relief requested during such period, all as more fully set forth in the Application.	

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Dated: June 30, 2023

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES, LLP

/s/ Michael D. Warner

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Co-Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	§ Chapter 11
TALEN ENERGY SUPPLY, LLC, <i>et al.</i> ¹	§	§ Case No. 22-90054 (MI)
Debtors.	§	§ (Jointly Administered)

**FINAL FEE APPLICATION OF PACHULSKI STANG ZIEHL & JONES LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS CO-COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD FROM JUNE 2, 2022 THROUGH MAY 17, 2023**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING.
UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR
RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSBS.USCOURTS.GOV/](https://ecf.txsbs.uscourts.gov/) WITHIN
TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED.
OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND
GRANT THE RELIEF REQUESTED.**

Pachulski Stang Ziehl & Jones LLP (“PSZJ”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby files this application (this “Application”) seeking (i) the interim allowance of compensation for services rendered and necessary expenses for the period from February 1, 2023 through May 17, 2023 (the “Fourth Interim Application Period”), and (ii) the allowance on a final basis of compensation for services rendered and necessary expenses for the period from June 2, 2022 through May 17, 2023 (the “Final Application Period”), pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas, 77380.

2016-1 and 9013-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 631] (the “Interim Compensation Order”). For the Fourth Interim Application Period, PSZJ seeks the interim allowance of \$543,776.75 as fees for services rendered and \$1,656.85 as reimbursement of expenses incurred. In addition, for the Final Application Period, PSZJ seeks final allowance of \$2,364,893.00 as fees for services rendered and \$30,849.60 as reimbursement of expenses. In support of this Application, PSZJ submits the declaration of Michael D. Warner attached hereto as **Exhibit 1** and a proposed order granting the Application attached hereto as **Exhibit 2**. In further support of this Application, PSZJ respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

A. **General Case Background**

2. On May 9, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”), thereby commencing these cases (the “Cases”).² No

² Debtor Talen Energy Corporation subsequently filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code on December 12, 2022.

trustee or examiner has been appointed in the Cases. The Debtors continued to operate their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code until the Effective Date of their Plan (as defined therein and as discussed below).

3. On May 23, 2022, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consisted of the following seven members: (i) The Bank of New York Mellon, as Trustee; (ii) GE International; (iii) The Merrick Group, Inc.; (iv) Enerfab Power & Industrial, LLC; (v) Framatome, Inc.; (vi) Pension Benefit Guaranty Corporation; and (vii) Brandywine Operating Partnership, L.P. *See Docket No. 264.*

4. On December 20, 2022 (the “Confirmation Date”), the Court entered an order [Docket No. 1760] (the “Confirmation Order”), *inter alia*, confirming the Plan.³

5. On May 17, 2023, the Debtors filed a notice [Docket No. 2060], setting forth that the effective date of the Plan occurred on May 17, 2023 (the “Effective Date”). Upon the occurrence of the Effective Date, the Committee was dissolved, except for the limited purpose of, *inter alia*, prosecuting final fee applications with respect to the Committee’s professionals. *See Plan Art. XII.L.*

B. The Committee’s Retention of PSZJ

6. On June 2, 2022, the Committee held a meeting and, among other things, voted to retain PSZJ as its co-counsel, subject to Court approval.

7. On June 30, 2022, PSZJ filed its *Application of the Official Committee of Unsecured Creditors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Co-Counsel Effective as of June 2, 2022* [Docket No. 402] (the “PSZJ Retention Application”). The Court

³ A capitalized term used but not defined herein shall have the meaning ascribed to it in the Confirmation Order.

entered the order approving the PSZJ Retention Application on July 25, 2022 [Docket No. 964] (the “Retention Order”).

8. The Retention Order authorizes the Debtors to compensate and reimburse PSZJ in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any Orders entered in these Cases. The Retention Order also authorizes the compensation of PSZJ at its standard hourly rates and the reimbursement of PSZJ’s actual and necessary out-of-pocket expenses incurred, subject to application to this Court.

9. On September 19, 2022, PSZJ filed its *First Interim Application of Pachulski Stang Ziehl & Jones, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from June 2, 2022 Through July 31, 2022* [Docket No. 1249] (the “First Interim Fee Application”). On October 18, 2022, the Court entered an Order [Docket No. 1368] approving the First Interim Fee Application.

10. On December 21, 2022, PSZJ filed its *Second Interim Application of Pachulski Stang Ziehl & Jones, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from August 1, 2022 Through October 31, 2022* [Docket No. 1767] (the “Second Interim Fee Application”). On January 13, 2023, the Court entered an Order [Docket No. 1816] approving the Second Interim Fee Application.

11. On March 24, 2023, PSZJ filed its *Third Interim Application of Pachulski Stang Ziehl & Jones, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from November 1, 2022 Through January 31, 2023* [Docket No. 1933] (the “Third Interim Fee

Application"). On April 20, 2023, the Court entered an Order [Docket No. 1998] approving the Third Interim Fee Application.

SUMMARY OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED DURING THE FOURTH INTERIM APPLICATION PERIOD

12. PSZJ seeks allowance of \$543,776.75 in fees calculated at the hourly billing rates of PSZJ personnel who worked on these Cases and \$1,656.85 in expenses actually and necessarily incurred by PSZJ while providing services to the Committee during the Fourth Interim Application Period. During the Fourth Interim Application Period, PSZJ attorneys and paraprofessionals expended a total of 458.2 hours for which compensation is requested.

13. Pursuant to the Interim Compensation Order, during these Cases, PSZJ has submitted four monthly fee statements (each a "Fee Statement") for the calendar months of February 2023, March 2023, April 2023 and May 2023 (prior to the Effective Date) during the Fourth Interim Application Period.⁴ PSZJ has received payment in accordance with the terms of the Interim Compensation Order and Plan, as set forth in the table below.⁵ As of the date of this Application, PSZJ has not received any objections to any of its Fee Statements and the deadlines to object thereto have passed. A summary of the amounts billed and subsequently paid to PSZJ in

⁴ Under the terms of the Plan, following the Effective Date, the Reorganized Debtors are responsible for the payment of professional fees related to the implementation of the Plan and Consummation, including, *inter alia*, the preparation and filing of this Application, without further order or approval of the Bankruptcy Court. See Plan, Art. II.E.6.

⁵ On and after the Confirmation Date, certain services provided and expenses incurred by the Committee's professionals, including the services in the 'Post-Confirmation Claim Administration' and 'Post-Confirmation Excluded Litigation' categories herein, are subject to the Committee Budget in accordance with Arts. I.A.65; I.A.69; II.E.2 of the Plan. Of the amounts sought herein during the Final Application Period, the aggregate amount of \$322,955.00 is attributable to the 'Post-Confirmation Claim Administration' (\$105,148.50) and 'Post-Confirmation Excluded Litigation' (\$217,806.50) categories. Taking into account payments from the Debtors under the Interim Compensation Order and Plan (including those relating to the Committee Budget), as of the date hereof and subject to Court approval, the aggregate amount of \$42,788.95 of unpaid fees and expenses requested herein is payable by the Reorganized Debtors under the Plan, and \$322,955.00 is payable by the Talen GUC Trust. See Plan, Art. II.E.2.

accordance with the Interim Compensation Order for the Fee Statements relating to the Fourth Interim Application Period is set forth as follows:

Period	Fees Incurred	Fees Paid	Expenses Incurred	Expenses Paid	Balance Due
February 1 – 28, 2023	\$158,541.75	(\$18,734.00)	\$1,560.36	(\$1,560.36)	\$139,807.75
March 1 – 31, 2023	\$32,763.50	(\$17,732.80)	\$35.30	(\$35.30)	\$15,030.70
April 1 – 31, 2023	\$190,358.50	(\$44,864.80)	\$61.19	(\$61.19)	\$145,493.70
May 1 – 17, 2023	\$162,113.00	(\$96,701.20)	\$0.00	\$0.00	\$65,411.80
Totals	\$543,776.75	(\$178,032.80)	\$1,656.85	(\$1,656.85)	\$365,743.95

14. The fees charged by PSZJ in these Cases are billed in accordance with PSZJ's existing billing rates and procedures in effect during the Fourth Interim Application Period. The rates PSZJ charges for the services rendered by its professionals and paraprofessionals in these Cases generally are the same rates PSZJ charges for professional and paraprofessional services rendered in comparable bankruptcy and non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

15. Attached hereto as Exhibit 3 is a summary breakdown of hours and amounts billed by timekeeper during the Forth Interim Application Period. The summary sheet lists those PSZJ professionals, paraprofessionals, and other personnel who have performed services for the Committee during the Fourth Interim Application Period, the capacities in which each individual is employed by PSZJ, the department in which each individual practices, the hourly billing rate charged by PSZJ for services performed by such individual, the year in which each attorney was first licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed therefor.

16. PSZJ maintains computerized records of the time spent by all PSZJ attorneys and paraprofessionals in connection with these Cases. Copies of the time records of PSZJ's attorneys and paraprofessionals for the period from February 1, 2023, through May 17, 2023 (*i.e.*, the Fourth Interim Application Period) are attached hereto as **Exhibit 4**.

**SUMMARY OF SERVICES RENDERED DURING THE
FOURTH INTERIM APPLICATION PERIOD**

17. The following narrative provides a brief summary of the services rendered by PSZJ on behalf of the Committee during the Forth Interim Application Period organized by project category. The summary that follows is not intended to be a detailed description of the work performed by PSZJ during the Fourth Interim Application Period, as those day-to-day services and the time expended in performing such services are fully set forth in the contemporaneous time records that are attached as **Exhibit 4**. Rather, the following summary attempts to highlight certain of those areas in which services were rendered to the Committee during the Fourth Interim Application Period.

A. Asset Disposition

Total Fees: \$2,721.00 Total Hours: 1.8

18. During the Fourth Interim Application Period, PSZJ's professionals expended time in this category, *inter alia*, reviewing memorandums on a sale of mineral interest and the Debtors' motion to sell.

B. Case Administration

Total Fees: \$3,864.50 Total Hours: 5.1

19. This category includes time expended by PSZJ's professionals during the Fourth Interim Application Period in connection with the day-to-day work relating to PSZJ's role as co-counsel to the Committee in the Cases including, *inter alia*, (i) reviewing Committee member

materials; (ii) reviewing various communications, filings, and notices regarding deadlines and other events in the Cases and maintaining an appropriate memorandum regarding the same; and (iii) reviewing the Debtors' motion to extend the removal deadline.

C. Employment of Professionals

Total Fees: \$1,074.00 Total Hours: 1.2

20. During the Fourth Interim Application Period, PSZJ's professionals expended time in this category, *inter alia*, researching and addressing the potential retention of a tax advisor to the Committee regarding the initial tax issues and tax planning of the Talen GUC Trust.

D. Executory Contracts

Total Fees: \$3,119.00 Total Hours: 2.2

21. During the Fourth Interim Application Period, PSZJ's professionals expended time in this category, *inter alia*, conferring with co-counsel regarding a motion to compel rejection and reviewing the Debtors' motion to assume certain gas contracts.

E. Fees of Professionals

Total Fees: \$50,798.50 Total Hours: 58.3

22. During the Fourth Interim Application Period, PSZJ's professionals expended time in this category, *inter alia*, (i) preparing its monthly fee statements; (ii) reviewing, commenting on, and serving the monthly fee statements of the Committee's other professionals; (iii) preparing and filing PSZJ's Third Interim Fee Application; (iv) reviewing, commenting on, and filing the interim fee applications of the Committee's other professionals; (v) preparing and filing proposed orders and appropriate certificates with respect to the interim fee applications of PSZJ and the Committee's other professionals; and (vi) addressing budget provisions in the Plan regarding the Committee's professional fees on certain specified categories, monitoring such fees, and conferring with other Committee professionals and the Debtors regarding such fee provisions.

F. Travel

Total Fees: \$1,719.25 Total Hours: 2.3

23. During the Fourth Interim Application Period, PSZJ's professionals expended time in this category, *inter alia*, traveling to Houston for the PPL Mediation (defined below). All fees in this category are billed at half the normal hourly rate of the applicable PSZJ professional.⁶

G. Plan & Disclosure Statement

Total Fees: \$157,525.50 Total Hours: 129.4

24. During the Fourth Interim Application Period, PSZJ's professionals expended time in this category, *inter alia*, preparing for the Effective Date of the Plan, including (i) reviewing the Plan and Talen GUC Trust tax issues and conferring with co-counsel and a potential tax advisor regarding the same; (ii) preparing the Talen GUC Trust for formation, including arranging to open bank accounts and arranging applicable insurance coverage; (iii) preparing filings by the Talen GUC Trust in furtherance of the Effective Date, including finalizing the execution version of trust agreement and preparing a notice of good faith valuation; (iv) negotiating an appropriate form of confidentially and common interest agreement with the Debtors; and (v) conferring with the Debtors regarding Effective Date deliverables, including with respect to the Effective Date funds flow and participating on all-hands calls in advance of the Effective Date.

H. Post-Conf. Claim Admin⁷

Total Fees: \$104,012.50 Total Hours: 100.1

25. During the Fourth Interim Application Period, PSZJ's professionals expended time

⁶ Certain fees in this category were inadvertently included in **Exhibit 4** at such professional's full rate, but this Application only seeks approval of such fees at half of such professionals' normal hourly rate.

⁷ See note 3, *supra*.

in this category, *inter alia*, (i) continuing to conferring internally as well as with co-counsel, the Committee’s financial advisor, FTI, and the Debtors regarding claims filed against the Debtors’ estates and the claims reconciliation process; (ii) reviewing, researching, and analyzing claims, including analyses prepared by FTI; (iii) researching and preparing a motion regarding the distribution rights of certain creditors with respect to the Talen GUC Trust; (iv) beginning to prepare for the claims reconciliation process, including drafting a template omnibus objections to claims and organizing objectionable claims into applicable categories; (v) reviewing stipulations with respect to claims filed with the Court; and (vi) reviewing and conferring regarding the Court’s opinion with respect to certain late filed claims .

I. Post-Conf. Exclud. Lit.⁸

Total Fees: \$217,806.50 Total Hours: 157.0

26. During the Fourth Interim Application Period, PSZJ’s professionals expended time in this category, *inter alia*, (i) reviewing, revising, and conferring with co-counsel on the Committee’s statement submitted at the mediation with respect to the PPL Adversary Proceeding (the “PPL Mediation”); (ii) reviewing the Debtors’ PPL Mediation statement and conferring with counsel with respect thereto; (iii) preparing for and attending the PPL Mediation; (iv) reviewing and researching certain claims associated with the Excluded Litigation Matters and conferring with the Debtors and their counsel regarding the same; (v) reviewing the Debtors’ proposed settlement with respect to Kinder Morgan (“KM Settlement”) and analyzing the same, including with respect to the impact the KM Settlement would have on the Talen GUC Trust and other claims asserted against the estates; (vi) conferring internally and with co-counsel regarding the KM Settlement; (vii) researching and preparing a memorandum with respect to the KM Settlement, identifying

⁸ *Id.*

issues with respect thereto; (viii) addressing the Committee's concerns with respect to the KM Settlement, including preparing objections with respect; and (ix) negotiating a resolution of the Committee's issues with respect to the KM Settlement, including commenting on revised versions of the KM Settlement agreement.

FINAL APPLICATION PERIOD

27. The professional services performed by PSZJ on behalf of the Committee during the Final Application Period (which includes the Forth Interim Application Period, for which interim relief is concurrently requested herein) required an aggregate expenditure of more than 2,136.4 hours by PSZJ's partners, counsel, associates, paraprofessionals, and other non-legal staff. Of the aggregate time expended in the Final Application Period, 1,219.3 recorded hours were expended by partners of PSZJ, 90.9 recorded hours were expended by counsel, 501.8 recorded hours were expended by associates, and 324.4 recorded hours were expended by paraprofessionals and others of PSZJ.

28. During the Final Application Period, PSZJ billed the Committee for time expended by attorneys based on hourly rates ranging from \$395 to \$1,695 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate of approximately \$1,106 (based on 2,136.4 recorded hours for professionals at PSZJ's agreed billing rates in effect at the time of the performance of services).

29. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, PSZJ sought to minimize the costs of its services to the Committee by utilizing junior attorneys and paraprofessionals to handle the more routine aspects of case administration.

30. In sum, the services rendered by PSZJ during the Final Application Period were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, the final approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

BASIS FOR THE RELIEF REQUESTED

31. Section 331 of the Bankruptcy Code provides for interim compensation of professionals not more than once every 120 days after the commencement of the cases (or more often as the court may permit) and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).

32. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- A. the time spent on such services;
- B. the rates charged for such services;
- C. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- E. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- F. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

33. In determining the reasonableness of fees, courts routinely employ the twelve factors set forth by the Fifth Circuit in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974) which incorporates and expands upon the requirements of section 330 of the Bankruptcy Code. These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Id.* at 123 n.8. In *In re Fourth Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977), the Fifth Circuit applied the *Johnson* factors to the analysis of fee awards in bankruptcy cases.

34. Under an analysis utilizing the *Johnson* factors and the standards customarily applied to fee awards under sections 330 and 331 of the Bankruptcy Code, PSZJ submits that its request for compensation and reimbursement of expenses is reasonable and proper, and that such request should be allowed in the requested amount. PSZJ devoted a substantial amount of time and effort addressing the numerous issues involved in these Cases, as summarized above and detailed in Exhibit 4 hereto. Whenever possible, PSZJ sought to minimize the costs of its services

to the Committee by utilizing junior attorneys and paraprofessionals to handle the more routine aspects of case administration.

35. PSZJ respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary to represent the Committee effectively and efficiently.

36. Further, PSZJ submits that consideration of the relevant *Johnson* factors establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Committee:

- (a) *The Time and Labor Required.* The professional services rendered by PSZJ on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many issues encountered with skill and dispatch. PSZJ respectfully represents that the services rendered by it were performed efficiently, effectively and economically.
- (b) *The Novelty and Difficulty of Questions.* These Cases are designated as “complex” cases and necessarily involved a significant number of novel or difficult issues in host of areas in connection with the Debtors’ restructuring efforts. PSZJ’s efforts and effective assistance was for the purpose of maximizing value for the benefit of the estate and its stakeholders.
- (c) *The Skill Required to Perform the Legal Services Properly.* PSZJ believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly before this Court, have contributed to the efficient and effective representation of the Committee in these Cases.
- (d) *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* PSZJ’s representation of the Committee has not precluded its acceptance of new clients. However, the issues that have arisen in these Cases required attention on a continuing, and often times emergent, basis, requiring PSZJ’s professionals to commit significant portions of their time to these Cases.
- (e) *The Customary Fee.* The fees sought herein are based upon PSZJ’s normal hourly rates for services of this kind. PSZJ respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Committee. PSZJ’s hourly rates and the fees requested herein are commensurate with fees PSZJ has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.
- (f) *Whether the Fee is Fixed or Contingent.* The fees requested in this Application represent fees incurred based upon a fixed hourly rate basis, contingent upon the Court’s approval of this Application.

- (g) Time Limitations Imposed by Client or other Circumstances. PSZJ provided capable legal representation within the time limitations imposed under the unique circumstances of these Cases. The issues that have arisen in these Cases, particularly with respect to the disputes among the various stakeholders, required attention on a continuing, and often times emergent, basis.
- (h) The Amount Involved and Results Obtained. For the reasons described above, PSZJ respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous matters that had to be addressed.
- (i) The Experience, Reputation and Ability of the Attorneys. PSZJ is a professional association whose more than 75 attorneys practice extensively in the fields of bankruptcy and corporate restructuring; litigation; real estate; corporate, finance and business transactions; employment and other phases of the law. PSZJ has represented debtors, creditors, fiduciaries, and numerous other parties in cases before the Bankruptcy Courts for the Southern District of Texas as well as in various other Bankruptcy Courts throughout the country.
- (j) The Undesirability of the Case. Not applicable.
- (k) Nature and Length of Professional Relationship. Not applicable.
- (l) Awards in Similar Cases. As previously indicated, the fees sought herein are commensurate with fees PSZJ has been awarded in other chapter 11 cases.

37. In sum, the services rendered by PSZJ were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Consistent with Section 331 of the Bankruptcy Code, this is PSZJ's fourth interim fee request since the Petition Date. *See* 11 U.S.C. § 331. Additionally, this Application requests approval of the fees and expenses incurred by PSZJ during the Final Application Period in accordance with section 330 of the Bankruptcy Code. *See* 11 U.S.C. § 330.

38. No previous application for the relief sought herein has been made to this or any other Court.

WHEREFORE, PSZJ respectfully requests that the Court: (a) approve the interim allowance for the period from February 1, 2023, through and including May 17, 2023 in the amount of \$545,433.60, consisting of fees for professional services rendered to the Committee in the

amount of \$543,776.75 and out-of-pocket expenses incurred in connection with the rendering of such services in the amount of \$1,656.85; (b) approve final allowance for the period from June 2, 2022 through and including May 17, 2023, in the amount of \$2,395,742.60, consisting of fees for professional services rendered to the Committee in the amount of \$2,364,893.00 and out-of-pocket expenses incurred in connection with the rendering of such services in the amount of \$30,849.60; and (c) grant such other or further relief as may be just and proper under the circumstances.

Dated: June 30, 2023

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES, LLP

/s/ Michael D. Warner

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Benjamin L. Wallen (TX Bar No. 24102623)
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- and -

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Co-Counsel to the Official Committee of Unsecured Creditors

EXHIBIT 1

(Warner Declaration)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
TALEN ENERGY SUPPLY, LLC, et al.¹	§	Case No. 22-90054 (MI)
Debtors.	§	(Jointly Administered)

**DECLARATION OF MICHAEL D. WARNER IN SUPPORT OF
FINAL FEE APPLICATION OF PACHULSKI STANG ZIEHL & JONES LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM JUNE 2, 2022 THROUGH MAY 17, 2023**

I, Michael D. Warner, declare under penalty of perjury:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ”), which maintains offices at 440 Louisiana Street, Suite 900, Houston, TX 77002, and elsewhere in California, New York, and Delaware. I am the lead attorney from PSZJ, which is currently serving as co-counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”).

2. I have read the *Final Fee Application Of Pachulski Stang Ziehl & Jones LLP For Allowance Of Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Co-Counsel To The Official Committee Of Unsecured Creditors For The Period From June 2, 2022 Through May 17, 2023* (the “Application”), filed contemporaneously herewith.² To the best

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas, 77380.

² Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

of my knowledge, information, and belief, formed after reasonable inquiry, the statements contained in the Application are true and correct. In addition, I believe that the Application is in conformity with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and this Court's orders.

3. In connection therewith, I hereby certify that:

- a. The fees and disbursements sought in the Application are billed at rates customarily employed by PSZJ and generally accepted by PSZJ's clients. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors' cases;
- b. In providing a reimbursable expense, PSZJ does not make a profit on that expense, whether the service is performed by PSZJ in-house or through a third party;
- c. In accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between PSZJ and any other person for the sharing of compensation to be received in connection with these Cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules and Local Rules; and
- d. All services for which compensation is sought were professional services on behalf of the Committee and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on June 30, 2023 in Lipan, Texas.

/s/ Michael D. Warner

Michael D. Warner

EXHIBIT 2

(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
TALEN ENERGY SUPPLY, LLC, et al.¹	§	Case No. 22-90054 (MI)
Debtors.	§	(Jointly Administered)

**FINAL ORDER ALLOWING COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP
(Docket No. ____)**

The Court has considered the Final Application for Compensation and Reimbursement of Expenses filed by Pachulski Stang Ziehl & Jones LLP (the “Applicant”). The Court orders:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of \$2,395,742.60 for the period set forth in the application.
2. The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.
3. The Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

Dated: _____, 2023

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas, 77380.

EXHIBIT 3

(Timekeeper Summary)

EXHIBIT 3

**SUMMARY OF TIMEKEEPERS INCLUDED IN THIS APPLICATION
FOR THE PERIOD FEBRUARY 1, 2023 THROUGH MAY 17, 2023**

NAME	TITLE OR POSITION	DEPARTMENT, GROUP OR SECTION	DATE OF ADMISSION (if applicable)	HOURS BILLED IN FOURTH INTERIM APPLICATION PERIOD	FEES BILLED IN FOURTH INTERIM APPLICATION PERIOD	HOURLY RATE BILLED		NUMBER OF RATE INCREASES SINCE CASE INCEPTION
						IN FOURTH INTERIM APPLICATION PERIOD	IN THIRD INTERIM APPLICATION PERIOD	
Robert J. Feinstein	Partner	Bankruptcy	1982	4.5	\$7,627.50	\$1,695.00	\$1,525.00	1
Bradford J. Sandler	Partner	Bankruptcy	1996	2.6	\$4,147.00	\$1,595.00	\$1,595.00	1
Michael D. Warner	Partner	Bankruptcy	1984	167.8	\$249,141.75 ¹	\$1,495.00	\$1,495.00	1
Judith Elkin	Partner	Bankruptcy	1982	80.4	\$116,580.00	\$1,450.00	\$1,450.00	1
Iain A. W. Nasatir	Partner	Bankruptcy	1983	.2	\$279.00	\$1,395.00	\$1,295.00	1
Ayala A. Hassell	Counsel	Bankruptcy	1986	78.6	\$70,347.00	\$895.00	\$895.00	1
Benjamin L. Wallen	Associate	Bankruptcy	2016	81.9	\$73,300.50	\$895.00	\$895.00	1
Kerri L. La Brada	Paralegal	Bankruptcy	N/A	37.9	\$20,655.50	\$545.00	\$545.00	1
Denise L. Mendoza	Other	Bankruptcy	N/A	2.3	\$908.50	\$395.00	\$395.00	1
Mary E. DeLeon	Other	Bankruptcy	N/A	2.0	\$790.00	\$395.00	\$0.00	1
GRAND TOTAL				458.2	\$543,776.75			

¹ See Application, note 4.

EXHIBIT 4

(Fourth Interim Application Period Invoices)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	
	§	Chapter 11
TALEN ENERGY SUPPLY, LLC, et al. ¹	§	Case No. 22-90054 (MI)
Debtors.	§	(Jointly Administered)
	§	

AMENDED MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Professionals* [Docket No. 631] (the “Compensation Order”) entered by the Court on June 24, 2022, Pachulski Stang Ziehl & Jones LLP (“PSZJ”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), submits this amended monthly statement of services rendered and expenses incurred in this case for the period from February 1, 2023 through February 28, 2023 (the “Statement Period”).²

I. Itemization of Services Rendered by PSZJ:

1. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rates and the total number of hours spent by each individual providing services during the Statement Period for which PSZJ seeks compensation.

¹A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

²A capitalized term used but not defined herein shall have the meaning ascribed to it in the *Joint Chapter 11 Plan of Talen Energy Supply, LLC and its Affiliated Debtors* [Docket Nos. 1570 & 1694] (as may be further amended or modified, the “Plan”).

Name	Position / Dept.	State of Bar Admission / Year	Hourly Rate ³	Hours	Total Compensation
Bradford J. Sandler	Partner	New Jersey/1996 Pennsylvania/1996 Delaware/2001 New York/2007	\$1,595.00	.9	\$1,435.50
Michael D. Warner	Partner	Texas/1995 California/1984	\$1,495.00	72.5	\$108,387.50
Benjamin L. Wallen	Associate	Texas/2016	\$895.00	48.8	\$43,676.00
Kerri L. LaBrada	Paralegal	N/A	\$545.00	11.9	\$6,485.50
Denise L. Mendoza	Other	N/A	\$395.00	.7	\$276.50
TOTALS:				134.8	\$160,261.00

2. The time records of PSZJ consisting of a daily breakdown of the time spent by each person on each day and detail as to the disbursements incurred are attached as Exhibit A to this Monthly Fee Statement.

II. Itemization of Services Rendered and Disbursements Incurred By Category

3. The following itemization presents the services rendered by PSZJ by task categories and provides a summary of disbursements incurred by category of expense disbursement.

A. Services Rendered

4. The following services were rendered in the following task categories:

Task Category	Hours	Fees Earned
Case Administration	1.5	\$1,302.50
Employment of Professionals	1.2	\$1,074.00
Executory Contracts	.3	\$268.50
Post-Conf. Eclud. Lit	64.5	\$84,322.50
Fees of Professionals	14.1	\$13,744.50
Post-Conf. Claim Admin. ⁴	47.8	\$52,521.00
Plan & Disclosure Stmt.	3.1	\$3,589.50

³ See Notice of Increase of the Hourly Rates of Professionals [Docket No. 1763] (providing advance notice of PSZJ's rate increases, effective as of January 5, 2023).

⁴ The time categorized as "CO" is included within the time categorized as "PCCA," as shown in the attached Exhibit A.

Task Category	Hours	Fees Earned
Travel	2.3	\$3,438.50
TOTALS	134.8	\$160,261.00

5. A detailed itemization of the services rendered in each of the above task categories is set forth in **Exhibit A.**

B. **Expenses Incurred**

6. The expenses incurred by PSZJ for this Statement are as follows:

Expense Category	Total Expenses
Auto Travel Expense	\$494.82
Working Meals Expense	\$65.39
Hotel Expense	\$940.15
Travel Expense	\$60.00
TOTAL	\$1,560.36

7. Accordingly, the amount of compensation and expenses payable for this Statement Period is **\$129,769.16**, which is calculated as follows:

Total Fees for Services Rendered During Statement Period:	\$160,261.00
Twenty Percent (20%) Holdback:	<u>(\$32,052.20)</u>
Total Fees Less Holdback:	<u>\$128,208.80</u>
Expenses Incurred (100%):	<u>\$1,560.36</u>
TOTAL	<u>\$129,769.16</u>

WHEREFORE, pursuant to the Compensation Order, PSZJ requests payment of compensation in the amount of (i) \$128,208.80(80% of \$160,261.00) on account of actual, reasonable and necessary professional services rendered to the Committee by PSZJ and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$1,560.36 incurred on behalf of the Committee by PSZJ.

Dated: May 1, 2023

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES, LLP

/s/ Michael D. Warner

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Co-Counsel to the Official Committee of Unsecured Creditors

EXHIBIT A

(February 1, 2023 – February 28, 2023 Invoice)

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

February 28, 2023

Invoice 132289

Client 82853

Matter 00002

BJS

PJL

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 02/28/2023

FEES	\$160,261.00
EXPENSES	\$1,560.36
TOTAL CURRENT CHARGES	\$161,821.36
BALANCE FORWARD	\$433,543.66
A/R Adjustments	-\$140,174.50
TOTAL BALANCE DUE	\$455,190.52

Pachulski Stang Ziehl & Jones LLP
Talen Energy O.C.C.
82853 -00002

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Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	1595.00	0.90	\$1,435.50
BLW	Wallen , Ben L	Associate	895.00	48.80	\$43,676.00
DLM	Mendoza, Denise L.	Other	395.00	0.70	\$276.50
KLL	LaBrada, Kerri L.	Paralegal	545.00	11.90	\$6,485.50
MDW	Warner, Michael D.	Partner	1495.00	72.50	\$108,387.50
				134.80	\$160,261.00

Pachulski Stang Ziehl & Jones LLP
 Talen Energy O.C.C.
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Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
CA	Case Administration [B110]	1.50	\$1,302.50
CO	Claims Admin/Objections[B310]	0.20	\$179.00
E	Employment of Professionals	1.20	\$1,074.00
EC	Executory Contracts [B185]	0.30	\$268.50
ELM	Post-Conf. Exclu. Lit.	64.50	\$84,322.50
F	Fees of Professionals	14.10	\$13,744.50
PCCA	Post-Conf. Claim Admin.	47.60	\$52,342.00
PD	Plan & Disclosure Stmt. [B320]	3.10	\$3,589.50
TRV	Travel	2.30	\$3,438.50
		134.80	\$160,261.00

Pachulski Stang Ziehl & Jones LLP
Talen Energy O.C.C.
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Summary of Expenses

<u>Description</u>	<u>Amount</u>
Auto Travel Expense [E109]	\$494.82
Working Meals [E111]	\$65.39
Hotel Expense [E110]	\$940.15
Travel Expense [E110]	\$60.00
	<hr/>
	\$1,560.36

Pachulski Stang Ziehl & Jones LLP
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Case Administration [B110]						
02/03/2023	KLL	CA	Update critical dates memo.	0.30	545.00	\$163.50
02/09/2023	MDW	CA	Call from creditor re status of case and related timing.	0.40	1495.00	\$598.00
02/10/2023	KLL	CA	Review case docket on current workflow matters.	0.30	545.00	\$163.50
02/16/2023	KLL	CA	Review case docket for current updates.	0.20	545.00	\$109.00
02/21/2023	BJS	CA	Various emails with J. McIntyre regarding UCC Call	0.10	1595.00	\$159.50
02/24/2023	KLL	CA	Review docket for current filings and update memo to same.	0.20	545.00	\$109.00
				1.50		\$1,302.50
Claims Admin/Objections[B310]						
02/08/2023	BLW	CO	Call with Debtors' counsel re: priority claims.	0.20	895.00	\$179.00
				0.20		\$179.00
Employment of Professionals						
02/13/2023	BLW	E	Research and correspondence re: committee retention of tax advisor in advance of effective date (.7); discuss same with Mr. Warner (.3); call with potential tax advisor re: same (.2).	1.20	895.00	\$1,074.00
				1.20		\$1,074.00
Executory Contracts [B185]						
02/15/2023	BLW	EC	Calls with co-counsel (2x) re: February 16 hearing and motion to compel rejection.	0.30	895.00	\$268.50
				0.30		\$268.50
Post-Conf. Exclu. Lit.						
02/01/2023	BLW	ELM	Review and comment on draft Committee mediation statement re: PPL.	2.90	895.00	\$2,595.50
02/01/2023	BLW	ELM	Multiple calls (3x) with Mr. Warner re: PLL Adversary proceeding mediation statement.	0.60	895.00	\$537.00
02/07/2023	MDW	ELM	Review/revise draft Mediation statement with comments from Co-Counsel.	1.30	1495.00	\$1,943.50

Pachulski Stang Ziehl & Jones LLP
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/07/2023	MDW	ELM	Address CoalStrip litigation claims.	0.60	1495.00	\$897.00
02/08/2023	MDW	ELM	Draft 2nd detailed memo to Debtors' GC re questions/issues on excluded litigation and related claims - including review of tables of same.	6.40	1495.00	\$9,568.00
02/09/2023	MDW	ELM	Review claims tied to HydroElectric and Pension Litigation and create notes re same.	3.30	1495.00	\$4,933.50
02/14/2023	BJS	ELM	Review PPL mediation statement	0.30	1595.00	\$478.50
02/14/2023	MDW	ELM	Multiple calls and emails with Milbank re Mediation Statement issues re PPL.	0.80	1495.00	\$1,196.00
02/14/2023	MDW	ELM	Prep for conference call with Debtors' management and counsel re PPL and other Excluded Lit.	1.70	1495.00	\$2,541.50
02/14/2023	MDW	ELM	Continue reviewing documents and claims related to PPL Litigation in prep for mediation.	4.30	1495.00	\$6,428.50
02/14/2023	BLW	ELM	Multiple calls (4X) with Mr. Warner re: excluded litigation and related claims issues.	1.10	895.00	\$984.50
02/14/2023	BLW	ELM	Call with Debtors and counsel re: excluded litigation (.1) and post call management re: same (.1).	1.20	895.00	\$1,074.00
02/14/2023	BLW	ELM	Review Debtor mediation statement re: PPL.	0.40	895.00	\$358.00
02/14/2023	BLW	ELM	Review Milbank comments to Committee mediation statement (.4) and call with Mr. Warner re: same (.1).	0.50	895.00	\$447.50
02/15/2023	BLW	ELM	Calls (2x) with Ms. LaBrada re: retained causes of action.	0.30	895.00	\$268.50
02/16/2023	MDW	ELM	Continue to address mediation statement, discuss strategy with lead counsel and revise statement.	2.80	1495.00	\$4,186.00
02/16/2023	MDW	ELM	Address tolerance calculation structure for claims related to PPL litigation.	2.60	1495.00	\$3,887.00
02/16/2023	BLW	ELM	Calls (2x) with Mr. Warner re: PPL mediation and excluded litigation issues.	0.40	895.00	\$358.00
02/16/2023	BLW	ELM	Review and comment on draft mediation statements (1.0) and correspond re: same (.1).	1.10	895.00	\$984.50
02/16/2023	BLW	ELM	Revise mediation statement re: PPL mediation.	0.10	895.00	\$89.50
02/16/2023	BLW	ELM	Correspond re: excluded litigation issues.	0.20	895.00	\$179.00
02/16/2023	KLL	ELM	Research Montana state court case filings.	0.40	545.00	\$218.00

Pachulski Stang Ziehl & Jones LLP
Talen Energy O.C.C.
82853 -00002

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Invoice 132289
February 28, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/17/2023	BJS	ELM	Review Meidation statement; Various emails with J McIntyre regarding same	0.40	1595.00	\$638.00
02/17/2023	MDW	ELM	Finalize and send to Judge Jones Mediation Statement and Exhibit re POCs.	1.30	1495.00	\$1,943.50
02/17/2023	BLW	ELM	Call with Mr. Warner re: PPL Mediation.	0.10	895.00	\$89.50
02/17/2023	BLW	ELM	Review and correspond re: mediation statement.	0.30	895.00	\$268.50
02/18/2023	MDW	ELM	Multiple calls and emails with PPL counsel re "claims filed" and to be addressed at Mediation.	2.90	1495.00	\$4,335.50
02/18/2023	BLW	ELM	Call with Mr. Warner re: PPL mediation (.1) and correspond re: same (.2).	0.30	895.00	\$268.50
02/19/2023	MDW	ELM	Review additional claims identified by PPL's counsel in prep for mediation.	2.80	1495.00	\$4,186.00
02/20/2023	MDW	ELM	Continue addressing PPL Claims and tolerance analysis upon allowance.	4.90	1495.00	\$7,325.50
02/20/2023	BLW	ELM	Call with Mr. Warner re: PPL mediation.	0.20	895.00	\$179.00
02/20/2023	BLW	ELM	Call with PPL's counsel re: mediation (.2) and follow up correspondence re: same (.2).	0.40	895.00	\$358.00
02/21/2023	MDW	ELM	Continue prep for mediation re PPL Litigation - review claims asserted by PPL against insiders.	1.60	1495.00	\$2,392.00
02/21/2023	BLW	ELM	Prepare for PPL Mediation.	1.70	895.00	\$1,521.50
02/22/2023	MDW	ELM	Final prep for and attend mediation re PPL Adversary Proceeding.	6.50	1495.00	\$9,717.50
02/22/2023	BLW	ELM	Attend PPL Mediation.	7.70	895.00	\$6,891.50
02/22/2023	KLL	ELM	Review docket on hydroelectric adversary case.	0.10	545.00	\$54.50
				64.50		\$84,322.50

Fees of Professionals

02/03/2023	KLL	F	Correspond with FTI on November monthly fee statement as to any objections for Debtors.	0.20	545.00	\$109.00
02/03/2023	KLL	F	Correspond with T. Wise on invoice for FTI November's monthly fee statement.	0.20	545.00	\$109.00
02/07/2023	BLW	F	Review and comment on FTI December monthly statement.	0.10	895.00	\$89.50
02/07/2023	KLL	F	Correspond with T. Wise on status of PSZJ	0.20	545.00	\$109.00

Pachulski Stang Ziehl & Jones LLP
 Talen Energy O.C.C.
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			December monthly fee statement and payment thereto.			
02/07/2023	KLL	F	Review and serve FTI's December monthly fee statement.	0.40	545.00	\$218.00
02/08/2023	KLL	F	Correspond with Milbank and A&M re Milbank's November monthly fee statement.	0.20	545.00	\$109.00
02/09/2023	BLW	F	Correspond with Milbank re: post confirmation date fee applications.	0.20	895.00	\$179.00
02/14/2023	BLW	F	Review and comment on Milbank monthly statement.	0.10	895.00	\$89.50
02/14/2023	BLW	F	Revise invoice re: PSZJ monthly statement.	0.40	895.00	\$358.00
02/14/2023	KLL	F	Review of Milbank December monthly fee statement and comments provided to same.	0.20	545.00	\$109.00
02/14/2023	KLL	F	Review revision and serve Milbank's December monthly fee statement.	0.20	545.00	\$109.00
02/15/2023	BLW	F	Review and comment on PSZJ monthly invoice.	0.20	895.00	\$179.00
02/16/2023	BJS	F	Various emails with C Curts regarding fee application	0.10	1595.00	\$159.50
02/16/2023	MDW	F	Draft Fee Tracker, review Plan and discuss issues with Milbank and FTI.	1.70	1495.00	\$2,541.50
02/16/2023	KLL	F	Prepare PSZJ third interim fee application.	1.40	545.00	\$763.00
02/16/2023	KLL	F	Review correspondence on table tracker on fees.	0.20	545.00	\$109.00
02/17/2023	MDW	F	Multiple calls and emails with FTI and Milbank re scope of Committee expenses and responses to Debtors' inquiries re billings.	1.10	1495.00	\$1,644.50
02/17/2023	BLW	F	Call with Mr. Warner re: committee post confirmation fee issue.	0.30	895.00	\$268.50
02/17/2023	BLW	F	Call with Ms. LaBrada re: monthly statement and post-confirmation fee issue.	0.10	895.00	\$89.50
02/17/2023	KLL	F	Prepare PSZJ January monthly fee statement.	0.80	545.00	\$436.00
02/17/2023	KLL	F	Retrieve filings relating to Committee professionals December monthly fee statements for M. Warner.	0.30	545.00	\$163.50
02/21/2023	MDW	F	Call from Debtors' counsel (CC) re fee issue re \$500K and call to Milbank (MB) re same.	0.50	1495.00	\$747.50
02/24/2023	BLW	F	Revise PSZJ invoice re: monthly statement.	0.30	895.00	\$268.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/24/2023	BLW	F	Call with Mr. Warner re: Plan fee issues.	0.20	895.00	\$179.00
02/24/2023	KLL	F	Revise PSZJ January monthly fee statement.	0.40	545.00	\$218.00
02/24/2023	KLL	F	Prepare breakdown on categories on Committee professional fees for M. Warner	0.40	545.00	\$218.00
02/27/2023	MDW	F	Call from M. Barr (for Debtors) re fee issue for "Committee Expenses," email to Milbank & FTI re figures for table to provide to Barr and revise table.	1.10	1495.00	\$1,644.50
02/27/2023	MDW	F	Draft email to attorney Barr re Committee Expense issues.	0.40	1495.00	\$598.00
02/27/2023	BLW	F	Revise Fee tracking chart re: plan budget (.2); correspond re: same (.1); and multiple calls (2x) with Mr. Warner re: same.	0.50	895.00	\$447.50
02/27/2023	BLW	F	Revise Monthly statement and invoice (.4) and call with Ms. LaBrada re: same (.1).	0.50	895.00	\$447.50
02/27/2023	KLL	F	Retrieve amounts for M. Warner for post confirmation billing.	0.40	545.00	\$218.00
02/27/2023	KLL	F	Finalize and serve PSZJ January monthly fee statement.	0.40	545.00	\$218.00
02/28/2023	MDW	F	Communicate with Milbank re fee issues being addressed with Debtors' counsel (Barr).	0.40	1495.00	\$598.00
				14.10	\$13,744.50	

Post-Conf. Claim Admin.

02/01/2023	BLW	PCCA	Call with Debtors' counsel re: claim filing agreements.	0.10	895.00	\$89.50
02/01/2023	BLW	PCCA	Research re: claims issues.	0.40	895.00	\$358.00
02/02/2023	BLW	PCCA	Research re: claims reconciliation issues (.9) and call with Mr. Warner re: same (.2).	1.10	895.00	\$984.50
02/06/2023	MDW	PCCA	Internal call re schedules to be created by FTI for objections to claims re initial matters.	0.90	1495.00	\$1,345.50
02/06/2023	BLW	PCCA	Draft next steps outline (.9) re: claims reconciliation; multiple calls (2x) with Mr. Warner re: same (.6); call with proposed trust tax accountants and follow up correspondences re: same (1.2).	2.70	895.00	\$2,416.50
02/07/2023	MDW	PCCA	Address strategy re unliquidated and reduced claims re Convenience Class.	1.20	1495.00	\$1,794.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/07/2023	MDW	PCCA	Review strategy re omnibus motion for claims objection procedures.	1.70	1495.00	\$2,541.50
02/07/2023	BLW	PCCA	Research re: post confirmation claims reconciliation issues and correspond re: same.	0.60	895.00	\$537.00
02/07/2023	BLW	PCCA	Multiple (3x) calls with Mr. Warner re: post confirmation claims reconciliation issues.	0.60	895.00	\$537.00
02/07/2023	BLW	PCCA	Call with Debtors' counsel re: claims accommodations and post confirmation issues.	0.20	895.00	\$179.00
02/08/2023	BLW	PCCA	Calls with Mr. Warner re: post confirmation and claims reconciliation issues.	1.20	895.00	\$1,074.00
02/08/2023	BLW	PCCA	Research re: post confirmation and claims reconciliation issues and review and comment on correspondence to Debtors re: same.	2.70	895.00	\$2,416.50
02/09/2023	MDW	PCCA	Outline issues for objections to claims and ominous claims objection motion.	1.70	1495.00	\$2,541.50
02/09/2023	BLW	PCCA	Research re: claims reconciliation and trust issues.	4.30	895.00	\$3,848.50
02/10/2023	MDW	PCCA	Continue to outline issues (including internal discussions) for objections to claims and ominous claims objection motion.	4.90	1495.00	\$7,325.50
02/10/2023	BLW	PCCA	Prepare claims review protocol/outline and research in support of same (4.1) and multiple calls with Mr. Warner re: same (1.7).	5.80	895.00	\$5,191.00
02/10/2023	BLW	PCCA	Call with Ms. LaBrada re: retained causes of action claims.	0.10	895.00	\$89.50
02/13/2023	MDW	PCCA	Address issues re Convenience class claims from "unliquidated" and "disputed."	1.70	1495.00	\$2,541.50
02/13/2023	BLW	PCCA	Research and correspondence re: claims reconciliation issues (2.8) and call wit Mr. Warner re: same (.3).	3.10	895.00	\$2,774.50
02/14/2023	MDW	PCCA	Review allocation table and adjust to address additions/reductions in claims.	1.90	1495.00	\$2,840.50
02/14/2023	BLW	PCCA	Prepare for and conduct call with FTI re: claims objections and reconciliation process.	1.30	895.00	\$1,163.50
02/15/2023	MDW	PCCA	Address tolerance calculation structure for claims pursuant to Allocation Table included in Plan.	4.80	1495.00	\$7,176.00
02/15/2023	BLW	PCCA	Calls (2x) with Mr. Warner re: claims reconciliation.	0.30	895.00	\$268.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/15/2023	KLL	PCCA	Research causes of actions and pull names and applicable filings relating to same.	3.40	545.00	\$1,853.00
02/21/2023	BLW	PCCA	Call with Ms. Mendoza re: claims analysis and correspond re: same.	0.20	895.00	\$179.00
02/21/2023	DLM	PCCA	Research re McCabe, Sysko, Jensen, Urban and Egerer claims.	0.70	395.00	\$276.50
					47.60	\$52,342.00

Plan & Disclosure Stmt. [B320]

02/06/2023	MDW	PD	Call with proposed Trust Accountant re tax and related issues.	0.80	1495.00	\$1,196.00
02/06/2023	KLL	PD	Attend conference call with Lain Faulkner group on upcoming Trustee matters.	1.10	545.00	\$599.50
02/13/2023	MDW	PD	Address post-Effective Date trust issues (accounting, tax reporting, etc.).	1.20	1495.00	\$1,794.00
					3.10	\$3,589.50

Travel

02/22/2023	MDW	TRV	Return flight from HOU to DFW.	2.30	1495.00	\$3,438.50
					2.30	\$3,438.50

TOTAL SERVICES FOR THIS MATTER:

\$160,261.00

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Expenses

02/21/2023	AT	Auto Travel Expense [E109] Silver West Executiv Transportation Services, MDW	139.41
02/21/2023	AT	Auto Travel Expense [E109] Silver West Executiv Transportation Services, MDW	134.70
02/21/2023	BM	Business Meal [E111] Mai's Restaurant, working meal, MDW	65.39
02/22/2023	HT	Hotel Expense [E110] JW Marriott Houston, 1 night, MDW	940.15
02/22/2023	TE	Travel Expense [E110] Travel Agency Service, MDW	50.00
02/22/2023	TE	Travel Expense [E110] Flash Parking Fee, Court Parking, BLW	10.00
02/23/2023	AT	Auto Travel Expense [E109] Uber Transportation Service, MDW	81.30
02/24/2023	AT	Auto Travel Expense [E109]Silver West Executiv Transportation Services, MDW	139.41
Total Expenses for this Matter			\$1,560.36

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REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 02/28/2023

Total Fees	\$160,261.00
Total Expenses	1,560.36
Total Due on Current Invoice	\$161,821.36

Outstanding Balance from prior invoices as of 02/28/2023 (May not include recent payments)

A/R Bill Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
131344	11/30/2022	\$339,212.50	\$48.70	\$67,842.50
131550	12/31/2022	\$310,627.00	\$5,310.87	\$62,125.40
131869	01/31/2023	\$159,271.50	\$4,129.76	\$163,401.26

Total Amount Due on Current and Prior Invoices: **\$455,190.52**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
TALEN ENERGY SUPPLY, LLC, <i>et al.</i> ¹	§	Case No. 22-90054 (MI)
Debtors.	§	(Jointly Administered)
	§	

**AMENDED MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES
LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM MARCH 1, 2023 THROUGH MARCH 31, 2023**

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Professionals* [Docket No. 631] (the “Compensation Order”) entered by the Court on June 24, 2022, Pachulski Stang Ziehl & Jones LLP (“PSZJ”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), submits this amended monthly statement of services rendered and expenses incurred in this case for the period from March 1, 2023 through March 31, 2023 (the “Statement Period”).²

I. Itemization of Services Rendered by PSZJ:

1. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rates and the total number of hours spent by each individual providing services during the Statement Period for which PSZJ seeks compensation.

¹A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

²A capitalized term used but not defined herein shall have the meaning ascribed to it in the *Joint Chapter 11 Plan of Talen Energy Supply, LLC and its Affiliated Debtors* [Docket Nos. 1570 & 1694] (as may be further amended or modified, the “Plan”).

Name	Position / Dept.	State of Bar Admission / Year	Hourly Rate ³	Hours	Total Compensation
Bradford J. Sandler	Partner	New Jersey/1996 Pennsylvania/1996 Delaware/2001 New York/2007	\$1,595.00	1.4	\$2,233.00
Michael D. Warner	Partner	Texas/1995 California/1984	\$1,495.00	5.3	\$7,923.50
Ayala A. Hassell	Counsel	Texas/1986	\$895.00	2.9	\$2,595.50
Benjamin L. Wallen	Associate	Texas/2016	\$895.00	14.9	\$13,335.50
Kerri L. LaBrada	Paralegal	N/A	\$545.00	10.8	\$5,886.00
Mary E. De Leon	Other	N/A	\$395.00	2.0	\$790.00
TOTALS:				37.3	\$32,763.50

2. The time records of PSZJ consisting of a daily breakdown of the time spent by each person on each day and detail as to the disbursements incurred are attached as **Exhibit A** to this Monthly Fee Statement.

II. **Itemization of Services Rendered and Disbursements Incurred By Category**

3. The following itemization presents the services rendered by PSZJ by task categories and provides a summary of disbursements incurred by category of expense disbursement.

A. **Services Rendered**

4. The following services were rendered in the following task categories:

Task Category	Hours	Fees Earned
Asset Disposition	1.4	\$2,123.00
Case Administration	1.8	\$1,296.00
Executory Contracts	1.4	\$2,103.00
Post-Conf. Exclud. Lit	.5	\$747.50
Fees of Professionals	22.0	\$16,465.00
Post-Conf. Claim Admin. ⁴	10.0	\$9,850.00
Plan & Disclosure Stmt.	.2	\$179.00
TOTALS	37.3	\$32,763.50

³ See Notice of Increase of the Hourly Rates of Professionals [Docket No. 1763] (providing advance notice of PSZJ's rate increases, effective as of January 5, 2023).

⁴ The time categorized as "CO" is included within the time categorized as "PCCA," as shown in the attached **Exhibit A**.

5. A detailed itemization of the services rendered in each of the above task categories is set forth in **Exhibit A.**

B. Expenses Incurred

6. The expenses incurred by PSZJ for this Statement are as follows:

Expense Category	Total Expenses
Pacer	\$35.30
TOTAL	\$35.30

7. Accordingly, the amount of compensation and expenses payable for this Statement Period is **\$26,246.10**, which is calculated as follows:

Total Fees for Services Rendered During Statement Period:	\$32,763.50
Twenty Percent (20%) Holdback:	<u>(\$6,552.70)</u>
Total Fees Less Holdback:	\$26,210.80
Expenses Incurred (100%):	<u>\$35.30</u>
TOTAL	\$26,246.10

WHEREFORE, pursuant to the Compensation Order, PSZJ requests payment of compensation in the amount of (i) \$26,210.80 (80% of \$32,763.50) on account of actual, reasonable and necessary professional services rendered to the Committee by PSZJ and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$35.30 incurred on behalf of the Committee by PSZJ.

Dated: May 1, 2023

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES, LLP

/s/ Michael D. Warner

Michael D. Warner (TX Bar No. 00792304)
 Benjamin L. Wallen (TX Bar No. 24102623)
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 Houston, TX 77002
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- and -

Bradford J. Sandler, Esq. (admitted *pro hac vice*)
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New York, NY 10017
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Co-Counsel to the Official Committee of Unsecured Creditors

EXHIBIT A

(March 1, 2023 – March 31, 2023 Invoice)

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

March 31, 2023

Invoice 132295

Client 82853

Matter 00002

BJS

PJL

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 03/31/2023

FEES	\$32,763.50
EXPENSES	\$35.30
TOTAL CURRENT CHARGES	\$32,798.80
BALANCE FORWARD	\$455,190.52
TOTAL BALANCE DUE	\$487,989.32

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Summary of Services by Professional

ID	Name	Title	Rate	Hours	Amount
AAH	Hassell, Ayala A.	Counsel	895.00	2.90	\$2,595.50
BJS	Sandler, Bradford J.	Partner	1595.00	1.40	\$2,233.00
BLW	Wallen , Ben L	Associate	895.00	14.90	\$13,335.50
KLL	LaBrada, Kerri L.	Paralegal	545.00	10.80	\$5,886.00
MDW	Warner, Michael D.	Partner	1495.00	5.30	\$7,923.50
MED	De Leon, Mary E	Other	395.00	2.00	\$790.00
				37.30	\$32,763.50

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Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	1.40	\$2,123.00
CA	Case Administration [B110]	1.80	\$1,296.00
CO	Claims Admin/Objections[B310]	0.60	\$957.00
EC	Executory Contracts [B185]	1.40	\$2,103.00
ELM	Post-Conf. Eclud. Lit.	0.50	\$747.50
F	Fees of Professionals	22.00	\$16,465.00
PCCA	Post-Conf. Claim Admin.	9.40	\$8,893.00
PD	Plan & Disclosure Stmt. [B320]	0.20	\$179.00
		37.30	\$32,763.50

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Summary of Expenses

<u>Description</u>	<u>Amount</u>
Pacer - Court Research	\$35.30
	<hr/>
	\$35.30

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Disposition [B130]						
03/15/2023	MDW	AD	Review internal committee communication re asset sale.	0.80	1495.00	\$1,196.00
03/17/2023	BJS	AD	Attention to sale of PA mineral interests; Various emails with Milbank regarding same	0.30	1595.00	\$478.50
03/20/2023	MDW	AD	Review internal Committee memo re sale of mineral interests motion.	0.30	1495.00	\$448.50
				1.40		\$2,123.00

Case Administration [B110]

03/03/2023	KLL	CA	Update critical dates memo.	0.20	545.00	\$109.00
03/09/2023	KLL	CA	Update critical dates memo.	0.30	545.00	\$163.50
03/14/2023	BJS	CA	Review Moelis report regarding Vistra	0.10	1595.00	\$159.50
03/16/2023	KLL	CA	Review case docket for critical dates and update critical dates memo to same.	0.30	545.00	\$163.50
03/22/2023	KLL	CA	Review docket for current filings and relevant dates to same.	0.20	545.00	\$109.00
03/27/2023	KLL	CA	Update critical dates re interim fee applications.	0.20	545.00	\$109.00
03/29/2023	BJS	CA	Review Moelis report; Various emails with J McIntyre regarding same	0.20	1595.00	\$319.00
03/30/2023	KLL	CA	Review current filings and update case memo to same.	0.30	545.00	\$163.50
				1.80		\$1,296.00

Claims Admin/Objections[B310]

03/14/2023	BJS	CO	Review Riverston/Talen stipulation	0.10	1595.00	\$159.50
03/29/2023	BJS	CO	Teleconference with B Michaelson regarding Aluminum Shapes/Talen issues	0.50	1595.00	\$797.50
				0.60		\$957.00

Executory Contracts [B185]

03/10/2023	BJS	EC	Review Memo regarding rejection motion	0.10	1595.00	\$159.50
03/13/2023	MDW	EC	Review Debtors' rejection motion and internal committee communications re same.	0.90	1495.00	\$1,345.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/20/2023	MDW	EC	Review Debtors draft motion re assumption of West Gas Book Contracts.	0.40	1495.00	\$598.00
				1.40		\$2,103.00

Post-Conf. Exclu. Lit.

03/23/2023	MDW	ELM	Consideration and discussion with lead counsel re PPL Mediation - off the table.	0.50	1495.00	\$747.50
				0.50		\$747.50

Fees of Professionals

03/01/2023	MDW	F	Finalize letter to Barr re open fee issues.	0.40	1495.00	\$598.00
03/01/2023	KLL	F	Prepare third interim fee application and exhibits to same.	1.80	545.00	\$981.00
03/03/2023	BLW	F	Review and comment on Milbank monthly statement.	0.10	895.00	\$89.50
03/07/2023	BLW	F	Review and correspond re: FTI monthly statement.	0.10	895.00	\$89.50
03/07/2023	KLL	F	Circulate email to T. Wise regarding FTI December monthly fee statement and expiration of objection period.	0.20	545.00	\$109.00
03/07/2023	KLL	F	Review and serve FTI's January monthly fee statement.	0.40	545.00	\$218.00
03/08/2023	BLW	F	Draft interim fee application.	0.90	895.00	\$805.50
03/10/2023	BLW	F	Draft PSZJ third interim fee application.	1.40	895.00	\$1,253.00
03/12/2023	BLW	F	Draft third interim fee application.	2.90	895.00	\$2,595.50
03/13/2023	MDW	F	Review/revise draft of Interim Fee Application and provide comments internally.	1.20	1495.00	\$1,794.00
03/13/2023	BLW	F	Complete initial draft of PSZJ interim fee application.	1.80	895.00	\$1,611.00
03/15/2023	BLW	F	Correspond with co-counsel and FTI re: fee apps.	0.10	895.00	\$89.50
03/16/2023	KLL	F	Review FTI's draft of interim fee application.	0.40	545.00	\$218.00
03/17/2023	BLW	F	Review and comment on the following third interim fee applications: Milbank (.5), Tucker (.2), FTI (.3), and PSZJ (.4).	1.40	895.00	\$1,253.00
03/17/2023	KLL	F	Review Milbank third interim fee application.	0.50	545.00	\$272.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/17/2023	KLL	F	Review FTI's third interim fee application.	0.70	545.00	\$381.50
03/17/2023	KLL	F	Review Tucker Arensberg third interim fee application.	0.60	545.00	\$327.00
03/17/2023	KLL	F	Finalize PSZJ third interim fee application.	0.40	545.00	\$218.00
03/17/2023	KLL	F	Review, finalize and serve Tucker Arensberg's November, December and January monthly fee statements.	1.10	545.00	\$599.50
03/20/2023	KLL	F	Review correspondence on timing for third interim fee applications.	0.20	545.00	\$109.00
03/21/2023	KLL	F	Follow up emails on timing of filing third interim fee applications.	0.10	545.00	\$54.50
03/24/2023	BJS	F	Review QEUS fee application	0.10	1595.00	\$159.50
03/24/2023	BLW	F	Call with Moelis re: interim fee application (.1) and coordinate filing Committee professionals third interim fee application (.2).	0.30	895.00	\$268.50
03/24/2023	KLL	F	Finalize for filing with the Court PSZJ third interim fee application.	0.40	545.00	\$218.00
03/24/2023	KLL	F	Finalize for filing with the Court Milbank third interim fee application.	0.40	545.00	\$218.00
03/24/2023	KLL	F	Finalize for filing with the Court FTI third interim fee application.	0.40	545.00	\$218.00
03/24/2023	KLL	F	Finalize for filing with the Court TAPC third interim fee application.	0.40	545.00	\$218.00
03/24/2023	KLL	F	Review and finalize for filing Moelis third interim fee application.	0.70	545.00	\$381.50
03/24/2023	KLL	F	Review and serve Moelis November 2022, December 2022 and January 2023 monthly fee statements.	0.30	545.00	\$163.50
03/24/2023	MED	F	Filing and cause service of Creditors Committee Professionals Fee Applications.	2.00	395.00	\$790.00
03/27/2023	KLL	F	Review and circulate LEDES data to UST re PSZJ third interim fee application.	0.30	545.00	\$163.50
				22.00		\$16,465.00

Post-Conf. Claim Admin.

03/10/2023	BLW	PCCA	Review and address Trust effective date issues as	2.70	895.00	\$2,416.50
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			well as claims reconciliation materials and correspond with FTI re: same .			
03/12/2023	BLW	PCCA	Review draft analysis from FTI re; certain satisfied claims and correspond re: same.	1.20	895.00	\$1,074.00
03/13/2023	BLW	PCCA	Call with Mr. Warner re: document retention issue (.1) and correspondences and call with Ms. Mendoza re: same (.1).	0.20	895.00	\$179.00
03/14/2023	BLW	PCCA	Call with FTI re: claims reconciliation status and next steps (.5) and follow up call with Mr. Warner re: same (.1).	0.60	895.00	\$537.00
03/24/2023	MDW	PCCA	Internal discussion re strategy re unliquidated claims.	0.80	1495.00	\$1,196.00
03/28/2023	AAH	PCCA	Communications with GUC Trust team regarding claims data and potential claims objections (.2); brief review of docket and confirmed Plan provisions related to claim objections and for background information regarding case (1.4); attend call with GUC Trust team to discuss status of claims analysis (.9); prepare follow-up notes from discussions with team and next steps (.3); and follow-up communications with team regarding same (.1).	2.90	895.00	\$2,595.50
03/28/2023	BLW	PCCA	Call with FTI re: claims reconciliation status and next steps.	0.90	895.00	\$805.50
03/29/2023	BLW	PCCA	Correspond with FTI re: claims reconciliation issues.	0.10	895.00	\$89.50
				9.40	\$8,893.00	

Plan & Disclosure Stmt. [B320]

03/06/2023	BLW	PD	Correspond re: Plan.	0.20	895.00	\$179.00
				0.20	\$179.00	

TOTAL SERVICES FOR THIS MATTER: **\$32,763.50**

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Expenses

03/31/2023	PAC	Pacer - Court Research	35.30
Total Expenses for this Matter			\$35.30

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REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 03/31/2023

Total Fees	\$32,763.50
Total Expenses	35.30
Total Due on Current Invoice	\$32,798.80

Outstanding Balance from prior invoices as of 03/31/2023 (May not include recent payments)

A/R Bill Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
131344	11/30/2022	\$339,212.50	\$48.70	\$67,842.50
131550	12/31/2022	\$310,627.00	\$5,310.87	\$62,125.40
131869	01/31/2023	\$159,271.50	\$4,129.76	\$163,401.26
132289	02/28/2023	\$160,261.00	\$1,560.36	\$161,821.36
Total Amount Due on Current and Prior Invoices:				\$487,989.32

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
TALEN ENERGY SUPPLY, LLC, et al.¹	§	Case No. 22-90054 (MI)
	§	
Debtors.	§	(Jointly Administered)
	§	

**MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM APRIL 1, 2023 THROUGH APRIL 30, 2023**

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Professionals* [Docket No. 631] (the “Compensation Order”) entered by the Court on June 24, 2022, Pachulski Stang Ziehl & Jones LLP (“PSZJ”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), submits this monthly statement of services rendered and expenses incurred in this case for the period from April 1, 2023 through April 30, 2023 (the “Statement Period”).²

I. Itemization of Services Rendered by PSZJ:

1. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rates and the total number of hours spent by each individual providing services during the Statement Period for which PSZJ seeks compensation.

¹A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

²A capitalized term used but not defined herein shall have the meaning ascribed to it in the *Joint Chapter 11 Plan of Talen Energy Supply, LLC and its Affiliated Debtors* [Docket Nos. 1570 & 1694] (as may be further amended or modified, the “Plan”).

Name	Position / Dept.	State of Bar Admission / Year	Hourly Rate ³	Hours	Total Compensation
Robert J. Feinstein	Partner	New York/1982	\$1,695.00	4.5	\$7,627.50
Bradford J. Sandler	Partner	New Jersey/1996 Pennsylvania/1996 Delaware/2001 New York/2007	\$1,595.00	.3	\$478.50
Michael D. Warner	Partner	Texas/1995 California/1984	\$1,495.00	53.3	\$79,683.50
Judith Elkin	Partner	Texas/1982 New York/2004	\$1,450.00	45.3	\$65,685.00
Iain A.W. Nasatir	Partner	California/1990	\$1,395.00	.2	\$279.00
Ayala A. Hassell	Counsel	Texas/1986	\$895.00	22.8	\$20,406.00
Benjamin L. Wallen	Associate	Texas/2016	\$895.00	12.4	\$11,098.00
Kerri L. LaBrada	Paralegal	N/A	\$545.00	8.2	\$4,469.00
Denise L. Mendoza	Other	N/A	\$395.00	1.6	\$632.00
TOTALS:				148.6	\$190,358.50

2. The time records of PSZJ consisting of a daily breakdown of the time spent by each person on each day and detail as to the disbursements incurred are attached as Exhibit A to this Monthly Fee Statement.

II. Itemization of Services Rendered and Disbursements Incurred By Category

3. The following itemization presents the services rendered by PSZJ by task categories and provides a summary of disbursements incurred by category of expense disbursement.

A. Services Rendered

4. The following services were rendered in the following task categories:

³ See Notice of Increase of the Hourly Rates of Professionals [Docket No. 1763] (providing advance notice of PSZJ's rate increases, effective as of January 5, 2023).

Task Category	Hours	Fees Earned
Asset Disposition	.4	\$598.00
Case Administration	1.4	\$1,048.00
Executory Contracts	.5	\$747.50
Post-Conf. Exclu. Lit*	76.0	\$110,216.50
Fees of Professionals	11.1	\$7,714.50
Post-Conf. Claim Admin.*	23.8	\$24,061.00
Plan & Disclosure Stmt.	35.4	\$45,973.00
TOTALS	148.6	\$190,358.50

5. A detailed itemization of the services rendered in each of the above task categories is set forth in **Exhibit A**.

B. **Expenses Incurred**

6. The expenses incurred by PSZJ for this Statement are as follows:

Expense Category	Total Expenses
Lexis/Nexis – Legal Research	\$60.99
Pacer – Court Research	\$0.20
TOTAL	\$61.19

7. Accordingly, the amount of compensation and expenses payable for this Statement Period is **\$129,769.16**, which is calculated as follows:

Total Fees for Services Rendered During Statement Period:	\$190,358.50
Twenty Percent (20%) Holdback:	<u>(\$38,071.70)</u>
Total Fees Less Holdback:	\$152,286.80
Expenses Incurred (100%):	<u>\$61.19</u>
TOTAL	\$152,347.99

*On and after the December 20, 2022 Confirmation Date, certain services provided and expenses incurred by the Committee's professionals, including the services in these categories, are subject to the Committee Budget in accordance with Arts. I.A.65; I.A.69; II.E.2 of the Plan. The Committee's professionals anticipate addressing the accounting of these and any subsequent amounts subject to the Committee Budget with the Debtors, as appropriate.

WHEREFORE, pursuant to the Compensation Order, PSZJ requests payment of compensation in the amount of (i) \$152,286.80 (80% of \$190,358.50) on account of actual, reasonable and necessary professional services rendered to the Committee by PSZJ and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$61.19 incurred on behalf of the Committee by PSZJ.

Dated: June 2, 2023

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES, LLP

/s/ Michael D. Warner

Michael D. Warner (TX Bar No. 00792304)
Benjamin L. Wallen (TX Bar No. 24102623)
440 Louisiana Street, Suite 900
Houston, TX 77002
Telephone: (713) 691-9385
Facsimile: (713) 691-9407
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bwallen@pszjlaw.com

- and -

Bradford J. Sandler, Esq. (admitted *pro hac vice*)
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Email: bsandler@pszjlaw.com

Co-Counsel to the Official Committee of Unsecured Creditors

EXHIBIT A

(April 1, 2023 – April 30, 2023 Invoice)

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

April 30, 2023
Invoice 132536
Client 82853
Matter 00002
BJS

PJL

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 04/30/2023

FEES	\$190,358.50
EXPENSES	\$61.19
TOTAL CURRENT CHARGES	\$190,419.69
BALANCE FORWARD	\$487,989.32
LAST PAYMENT	\$293,369.16
TOTAL BALANCE DUE	\$385,039.85

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Summary of Services by Professional

ID	Name	Title	Rate	Hours	Amount
AAH	Hassell, Ayala A.	Counsel	895.00	22.80	\$20,406.00
BJS	Sandler, Bradford J.	Partner	1595.00	0.30	\$478.50
BLW	Wallen , Ben L	Associate	895.00	12.40	\$11,098.00
DLM	Mendoza, Denise L.	Other	395.00	1.60	\$632.00
IAWN	Nasatir, Iain A. W.	Partner	1395.00	0.20	\$279.00
JE	Elkin, Judith	Counsel	1450.00	45.30	\$65,685.00
KLL	LaBrada, Kerri L.	Paralegal	545.00	8.20	\$4,469.00
MDW	Warner, Michael D.	Partner	1495.00	53.30	\$79,683.50
RJF	Feinstein, Robert J.	Partner	1695.00	4.50	\$7,627.50
				148.60	\$190,358.50

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Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	0.40	\$598.00
CA	Case Administration [B110]	1.40	\$1,048.00
EC	Executory Contracts [B185]	0.50	\$747.50
ELM	Post-Conf. Exclu. Lit.	76.00	\$110,216.50
F	Fees of Professionals	11.10	\$7,714.50
PCCA	Post-Conf. Claim Admin.	23.80	\$24,061.00
PD	Plan & Disclosure Stmt. [B320]	35.40	\$45,973.00
		148.60	\$190,358.50

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Summary of Expenses

<u>Description</u>	<u>Amount</u>
Lexis/Nexis- Legal Research [E]	\$60.99
Pacer - Court Research	\$0.20
	<hr/> \$61.19

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Disposition [B130]						
04/24/2023	MDW	AD	Review Debtors' motion re sale of assets.	0.40	1495.00	\$598.00
				0.40		\$598.00

Case Administration [B110]

04/05/2023	MDW	CA	Review Debtors' motion to further extend removal deadline.	0.30	1495.00	\$448.50
04/06/2023	KLL	CA	Review docket and update critical dates memo for upcoming tasks.	0.30	545.00	\$163.50
04/06/2023	KLL	CA	Review docket and update critical dates memo to same.	0.20	545.00	\$109.00
04/14/2023	KLL	CA	Review dockets and update critical dates memo.	0.20	545.00	\$109.00
04/20/2023	KLL	CA	Review docket and update critical dates memo.	0.30	545.00	\$163.50
04/28/2023	KLL	CA	Review docket and update critical dates memo.	0.10	545.00	\$54.50
				1.40		\$1,048.00

Executory Contracts [B185]

04/02/2023	MDW	EC	Review Debtor's draft motion re assumption/assignment of West Gas Book Contract.	0.50	1495.00	\$747.50
				0.50		\$747.50

Post-Conf. Exclu. Lit.

04/04/2023	MDW	ELM	Review Debtors Motion re Kinder Morgan settlement.	1.60	1495.00	\$2,392.00
04/04/2023	BLW	ELM	Review and correspond 9019 Motion re: Kinder Morgan.	0.70	895.00	\$626.50
04/05/2023	RJF	ELM	Telephone conference with Michael D. Warner regarding Nexterra claim issue.	0.50	1695.00	\$847.50
04/05/2023	RJF	ELM	Review draft settlement agreement.	0.30	1695.00	\$508.50
04/05/2023	RJF	ELM	Telephone conference with Michael D. Warner regarding draft settlement agreement.	0.40	1695.00	\$678.00
04/05/2023	RJF	ELM	Call with Milbank, Michael D. Warner regarding draft settlement agreement.	0.40	1695.00	\$678.00
04/05/2023	MDW	ELM	Internal discussion re KM settlement agreement	0.50	1495.00	\$747.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			issues.			
04/05/2023	MDW	ELM	Review draft KM settlement agreement and draft changes/comments.	4.30	1495.00	\$6,428.50
04/05/2023	MDW	ELM	Internal discussion re issues with KM settlement agreement.	0.50	1495.00	\$747.50
04/05/2023	MDW	ELM	Call with lead counsel re suggested changes to address with Debtors re Kinder Morgan draft settlement agreement.	0.50	1495.00	\$747.50
04/05/2023	BLW	ELM	Calls (2x) with Mr. Warner re: Kinder Morgan 9019.	0.60	895.00	\$537.00
04/06/2023	RJF	ELM	Telephone conference with Michael D. Warner and Judith Elkin regarding Kinder Morgan and Nexterra.	1.00	1695.00	\$1,695.00
04/06/2023	RJF	ELM	Review emails regarding Kinder Morgan.	0.30	1695.00	\$508.50
04/06/2023	RJF	ELM	Telephone conference with Judith Elkin, Michael D. Warner regarding Kinder Morgan.	0.30	1695.00	\$508.50
04/06/2023	RJF	ELM	Review and revise memo regarding Kinder Morgan settlement.	0.40	1695.00	\$678.00
04/06/2023	JE	ELM	Call with Mr. Warner and Mr. Feinstein regarding Kinder Morgan settlement.	0.50	1450.00	\$725.00
04/06/2023	JE	ELM	Review pleadings from Kinder Morgan adversary proceeding.	0.80	1450.00	\$1,160.00
04/06/2023	JE	ELM	Correspondence with Mr. Warner and Mr. Feinstein regarding answer and dismissal orders.	0.20	1450.00	\$290.00
04/06/2023	JE	ELM	Call with Mr. Warner and Mr. Feinstein regarding strategy on settlement.	0.40	1450.00	\$580.00
04/06/2023	JE	ELM	Review draft settlement agreement, proofs of claim of Kinder Morgan and NextEra and other documents and pleadings relating to proposed settlement.	4.60	1450.00	\$6,670.00
04/06/2023	JE	ELM	Call with Mr. Warner regarding dismissal order on adversary proceeding and disclosure statement.	0.30	1450.00	\$435.00
04/06/2023	JE	ELM	Call with Mr. Warner regarding plan provisions.	0.30	1450.00	\$435.00
04/06/2023	MDW	ELM	Call with lead counsel re issues with proposed Kinder Morgan Settlement and suggestions re same.	0.40	1495.00	\$598.00
04/06/2023	MDW	ELM	Draft Memo to Committee re Kinder Morgan settlement and related issues.	2.80	1495.00	\$4,186.00
04/06/2023	MDW	ELM	Plan, DS, Adversary Proceeding, and related document review re Kinder Morgan - Debtors -	1.80	1495.00	\$2,691.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			NextEra disputes in connection with KM settlement agreement.			
04/06/2023	MDW	ELM	Multiple calls internally re drafting issues re Kinder Morgan settlement, and effect on claims of NextEra.	0.70	1495.00	\$1,046.50
04/06/2023	BLW	ELM	Call with Mr. Warner re: Kinder Morgan Settlement and follow up correspondence re: same.	0.30	895.00	\$268.50
04/07/2023	RJF	ELM	Review memo to be sent to UCC regarding Kinder Morgan, related emails.	0.30	1695.00	\$508.50
04/07/2023	JE	ELM	Prepare and distribute Objection to NextEra Proofs of Claim.	6.30	1450.00	\$9,135.00
04/07/2023	JE	ELM	Call with Mr. Warner regarding objections.	0.20	1450.00	\$290.00
04/07/2023	JE	ELM	Correspondence with Mr. Wallen and FTI regarding NextEra contracts.	0.30	1450.00	\$435.00
04/07/2023	JE	ELM	Review case law from within the 5th circuit on disallowance of claims under section 502(e) of the Bankruptcy Code and review similar research on case law from other circuits.	2.40	1450.00	\$3,480.00
04/07/2023	MDW	ELM	Revisions to draft Committee memo and internal discussions re same.	1.40	1495.00	\$2,093.00
04/07/2023	BLW	ELM	Correspond re: Kinder Morgan Settlement Issues.	0.20	895.00	\$179.00
04/08/2023	JE	ELM	Review Master ISDA and related agreements between Debtors and NextEra.	0.80	1450.00	\$1,160.00
04/08/2023	JE	ELM	Correspondence to Mr. Feinstein and Mr. Warner regarding New York law provisions and indemnification provisions.	0.20	1450.00	\$290.00
04/08/2023	JE	ELM	Call with Mr. Warner regarding Objection to NextEra claims.	0.30	1450.00	\$435.00
04/08/2023	JE	ELM	Call with Mr. Warner and Mr. Wallen regarding Objection to NextEra claims and strategy on Kinder Morgan settlement.	1.20	1450.00	\$1,740.00
04/08/2023	JE	ELM	Review draft Settlement Agreement and Settlement Motion.	0.80	1450.00	\$1,160.00
04/08/2023	JE	ELM	Review revised language sent to Weil regarding indemnification by Kinder Morgan.	0.20	1450.00	\$290.00
04/08/2023	JE	ELM	Work on limited objection to settlement.	4.30	1450.00	\$6,235.00
04/08/2023	JE	ELM	Review plan provisions relating to claim objections and settlements.	0.70	1450.00	\$1,015.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/08/2023	MDW	ELM	Continue doc review and internal discussions re anticipated motion by Debtors re Kinder Morgan.	1.20	1495.00	\$1,794.00
04/08/2023	MDW	ELM	Review and provide comments to draft objection to NextEra POCs.	0.70	1495.00	\$1,046.50
04/08/2023	BLW	ELM	Call with Mr. Warner and Ms. Elkin re: KM Settlement.	1.50	895.00	\$1,342.50
04/09/2023	JE	ELM	Prepare objection to Kinder Morgan settlement.	7.50	1450.00	\$10,875.00
04/09/2023	MDW	ELM	Review, revise and provide comments to draft objection to KM settlement agreement motion.	1.20	1495.00	\$1,794.00
04/10/2023	JE	ELM	Review revisions to Limited Objection from Mr. Werner and correspondence to Mr. Werner regarding comments.	0.50	1450.00	\$725.00
04/10/2023	JE	ELM	Call with Mr. Werner regarding comments.	0.20	1450.00	\$290.00
04/10/2023	JE	ELM	Review various Kinder Morgan proofs of claim.	0.40	1450.00	\$580.00
04/10/2023	JE	ELM	Review and revise draft Limited Objection and distribute to PSZJ team.	1.80	1450.00	\$2,610.00
04/10/2023	JE	ELM	Review correspondence from Mr. Warner and Mr. Feinstein regarding additional revisions and review two paragraph insertion from Mr. Warner.	0.40	1450.00	\$580.00
04/10/2023	JE	ELM	Review and revise and distribute Draft Limited Objection to Kinder Morgan settlement.	0.70	1450.00	\$1,015.00
04/20/2023	JE	ELM	Correspondence with M. Warner regarding status of debtor's comments on UCC comments on settlement proposal.	0.20	1450.00	\$290.00
04/26/2023	RJF	ELM	Review revised Kinder Morgan settlement agreement.	0.20	1695.00	\$339.00
04/26/2023	RJF	ELM	Call with Michael D. Warner, Judith Elkin regarding revised Kinder Morgan settlement agreement.	0.40	1695.00	\$678.00
04/26/2023	JE	ELM	Review revised settlement motion, settlement agreement and related documents.	1.30	1450.00	\$1,885.00
04/26/2023	JE	ELM	Call with Mr. Werner and Mr. Feinstein regarding revised Kinder Morgan settlement documents.	0.20	1450.00	\$290.00
04/26/2023	JE	ELM	Review revisions from Mr. Warner.	0.30	1450.00	\$435.00
04/26/2023	JE	ELM	Call with Mr. Warner regarding proposed revisions.	0.30	1450.00	\$435.00
04/26/2023	JE	ELM	Review draft objection and confirm resolution of all	0.30	1450.00	\$435.00

Pachulski Stang Ziehl & Jones LLP
Talen Energy O.C.C.
82853 -00002

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Invoice 132536
April 30, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			claims and contracts addressed.			
04/26/2023	MDW	ELM	Call with attorney for Debtors (CC) re revised draft of KM Settlement Agreement, review draft, outline comments/changes, and internal discussion re same.	2.60	1495.00	\$3,887.00
04/26/2023	KLL	ELM	Correspond with M. Warner on removal extension motion.	0.30	545.00	\$163.50
04/27/2023	JE	ELM	Call with Mr. Warner and Mr. Carlson regarding comments on Kinder Morgan settlement documents.	0.50	1450.00	\$725.00
04/27/2023	JE	ELM	Prepare draft indemnification provision.	0.70	1450.00	\$1,015.00
04/27/2023	JE	ELM	Call with Mr. Warner regarding draft indemnification provision.	0.20	1450.00	\$290.00
04/27/2023	JE	ELM	Review comments of Mr. Warner on draft indemnification provision and revise same.	0.50	1450.00	\$725.00
04/27/2023	JE	ELM	Prepare consolidated PSZJ comments on draft Kinder Morgan settlement agreement and distribute to Mr. Carlson.	0.40	1450.00	\$580.00
04/27/2023	JE	ELM	Correspondence with co-counsel regarding settlement agreement revisions and discussions with debtors' counsel.	0.20	1450.00	\$290.00
04/27/2023	MDW	ELM	Continue drafting changes to settlement agreement re KM, and call with Debtors' counsel (CC) re same.	1.20	1495.00	\$1,794.00
04/27/2023	MDW	ELM	Multiple Internal discussions and revisions to proposed settlement agreement with KM.	1.20	1495.00	\$1,794.00
04/28/2023	JE	ELM	Call with Mr. Warner and Mr. Carlson regarding comments on Kinder Morgan settlement documents.	0.50	1450.00	\$725.00
04/28/2023	JE	ELM	Prepare draft indemnification provision.	0.70	1450.00	\$1,015.00
04/28/2023	JE	ELM	Call with Mr. Warner regarding draft indemnification provision.	0.20	1450.00	\$290.00
04/28/2023	JE	ELM	Review comments of Mr. Warner on draft indemnification provision and revise same.	0.50	1450.00	\$725.00
04/28/2023	JE	ELM	Prepare consolidated PSZJ comments on draft Kinder Morgan settlement agreement and distribute to Mr. Carlson.	0.40	1450.00	\$580.00
04/28/2023	JE	ELM	Correspondence with co-counsel regarding settlement agreement revisions and discussions with debtors' counsel.	0.20	1450.00	\$290.00
04/28/2023	JE	ELM	Review plan and certain plan documents in	1.40	1450.00	\$2,030.00

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			<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		connection with claims review process.	76.00		\$110,216.50

Fees of Professionals

04/04/2023	KLL	F	Correspond with FTI on December monthly fee statement re confirm service of same.	0.20	545.00	\$109.00
04/05/2023	KLL	F	Correspond with A&M group on status of payment of FTI's December monthly fee statement.	0.30	545.00	\$163.50
04/06/2023	KLL	F	Correspond with A&M re FTI's January monthly fee statement.	0.30	545.00	\$163.50
04/10/2023	MDW	F	Internal discussion re Effective Date estimated professional fee requirement.	0.40	1495.00	\$598.00
04/10/2023	KLL	F	Correspond with Moelis team on November and December 2022 and January 2023 monthly fee statements circulated	0.20	545.00	\$109.00
04/18/2023	KLL	F	Prepare certificate of no objection to Milbank's third interim fee application.	0.70	545.00	\$381.50
04/18/2023	KLL	F	Prepare certificate of no objection to FTI's third interim fee application.	0.70	545.00	\$381.50
04/18/2023	KLL	F	Prepare certificate of no objection to Moelis third interim fee application.	0.70	545.00	\$381.50
04/18/2023	KLL	F	Prepare certificate of no objection to Tucker Arensberg third interim fee application.	0.70	545.00	\$381.50
04/18/2023	KLL	F	Prepare certificate of no objection to PSZJ's third interim fee application.	0.70	545.00	\$381.50
04/19/2023	BLW	F	Review and correspond re: CNO's and proposed orders on Committee professional interim fee applications.	0.30	895.00	\$268.50
04/19/2023	KLL	F	Correspond with FTI and Tucker Arensberg re any objections to third interim fee applications.	0.30	545.00	\$163.50
04/19/2023	DLM	F	Review, finalize and file CNO's re PSZJ, Milbank, FTI, Tucker Arensberg and Moelis' Third Interim Fee Applications.	1.60	395.00	\$632.00
04/25/2023	KLL	F	Review excel chart and correspond with M. Warner on information to same.	0.30	545.00	\$163.50
04/26/2023	KLL	F	Correspond with M. Warner on previous monthly fee statements circulated for funds relating to trust	0.20	545.00	\$109.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			funding.			
04/27/2023	BLW	F	Revise billing statements re: monthly fee statements.	0.80	895.00	\$716.00
04/27/2023	KLL	F	Review for serving Milbank's February monthly fee statement.	0.30	545.00	\$163.50
04/27/2023	KLL	F	Prepare February monthly fee statement.	0.50	545.00	\$272.50
04/28/2023	MDW	F	Address table of fees due Committee Professionals.	1.20	1495.00	\$1,794.00
04/28/2023	KLL	F	Prepare PSZJ's March monthly fee statement.	0.50	545.00	\$272.50
04/28/2023	KLL	F	Finalize and serve PSZJ's February and March monthly fee statements.	0.20	545.00	\$109.00
				11.10		\$7,714.50

Post-Conf. Claim Admin.

04/06/2023	AAH	PCCA	Call with M. Warner; review research materials related to claim objections under Bankruptcy Code 502(e)(1)(B); and prepare and send summary of research results for J. Elkin.	0.80	895.00	\$716.00
04/08/2023	MDW	PCCA	Review and respond to late filed claim request by PEP.	0.40	1495.00	\$598.00
04/08/2023	BLW	PCCA	Review and comment on draft claim objection.	0.60	895.00	\$537.00
04/11/2023	AAH	PCCA	Multiple communications with FTI and B. Wallen regarding claim objection reconciliation.	0.10	895.00	\$89.50
04/12/2023	AAH	PCCA	Multiple communications with FTI and B. Wallen regarding claims reconciliation process and meeting to discuss same.	0.10	895.00	\$89.50
04/13/2023	AAH	PCCA	Call with B. Wallen regarding case background and strategy related to claims, excluded litigation, and reconciliation and objection process, and address issues related to same.	1.00	895.00	\$895.00
04/13/2023	AAH	PCCA	Prepare for (.4) and attend call (.5) with FTI and B. Wallen regarding claims reconciliation process.	0.90	895.00	\$805.50
04/13/2023	BLW	PCCA	Calls with Ms. Hasssell (1.2) and FTI (.6) re: claims reconciliation.	1.80	895.00	\$1,611.00
04/14/2023	MDW	PCCA	Review Debtors' comments re Port Eri Claim (late issues), and correspond with FTI re same.	0.50	1495.00	\$747.50
04/14/2023	MDW	PCCA	Call from creditor re late claim and effect of same (Miller).	0.50	1495.00	\$747.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/17/2023	MDW	PCCA	Address stip re late claim with FA.	0.30	1495.00	\$448.50
04/17/2023	MDW	PCCA	Internal discussions re omnibus objections to claims.	0.60	1495.00	\$897.00
04/17/2023	BLW	PCCA	Call with post-confirmation accounting firm (.2) re: effective date issues and call with Mr. Warner re: same (.5).	0.70	895.00	\$626.50
04/19/2023	AAH	PCCA	Address issues raised by FTI regarding environmental claims including review of Plan documents, Confirmation Order, and POC's filed by state agencies; and follow up with communications with trust team regarding same.	2.80	895.00	\$2,506.00
04/19/2023	AAH	PCCA	Review schedules of modified claims from FTI and provide comments and request for additional information.	0.60	895.00	\$537.00
04/19/2023	BLW	PCCA	Call with Ms. Hassell re: claims reconciliation and next steps re: same. Review materials re: same.	0.30	895.00	\$268.50
04/20/2023	AAH	PCCA	Continue review of Plan, Confirmation Order, Plan Supplements including assumption lists, and other Plan documents and address issues related to environmental claims and prepare and send detailed summary of analysis of environmental claim objections and assumption status to GUC Trust team.	1.50	895.00	\$1,342.50
04/21/2023	AAH	PCCA	Review material from FTI regarding modified claim objection schedules and further information required from Debtor and follow-up with FTI.	0.40	895.00	\$358.00
04/25/2023	AAH	PCCA	Draft form Omnibus Claim Objection.	0.70	895.00	\$626.50
04/27/2023	AAH	PCCA	Continue drafting form for Omnibus Claim Objections.	3.50	895.00	\$3,132.50
04/27/2023	AAH	PCCA	Conduct legal research regarding case law supporting Omnibus Claim Objection in SDTX (J. Isgur).	1.10	895.00	\$984.50
04/28/2023	AAH	PCCA	Continue legal research regarding case law supporting Omnibus Claim Objection in SDTX (J. Isgur).	2.30	895.00	\$2,058.50
04/28/2023	MDW	PCCA	Address tables for next steps in objections to claims.	2.30	1495.00	\$3,438.50
					23.80	\$24,061.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Plan & Disclosure Stmt. [B320]						
04/03/2023	BJS	PD	Review Docs regarding rights offering, forecast refresh	0.30	1595.00	\$478.50
04/05/2023	MDW	PD	Call with Wilmington Trust re possible banking of Trust issues.	0.50	1495.00	\$747.50
04/06/2023	MDW	PD	Brief review of Debtors rights offering changes and address with lead counsel.	0.40	1495.00	\$598.00
04/06/2023	BLW	PD	Call with Mr. Warner re: pre-effective date trust issues.	0.20	895.00	\$179.00
04/06/2023	BLW	PD	Correspond with Debtors re: Plan Modifications.	0.10	895.00	\$89.50
04/10/2023	IAWN	PD	Exchange emails with Andrew W. Caine and Michael Warner re trustee insurance	0.20	1395.00	\$279.00
04/10/2023	MDW	PD	Address Trust insurance issues.	0.50	1495.00	\$747.50
04/10/2023	BLW	PD	Review plan re: effective date issues and correspond re: same.	0.40	895.00	\$358.00
04/11/2023	MDW	PD	Multiple Calls re Trust "insurance" issues.	2.10	1495.00	\$3,139.50
04/11/2023	MDW	PD	Multiple Calls re Trust "Banking" issues.	0.90	1495.00	\$1,345.50
04/11/2023	BLW	PD	Call with Weil re: Plan status and effective date issues (.3) follow up call with Mr. Warner re: same (.3).	0.60	895.00	\$537.00
04/12/2023	MDW	PD	Call from Creditor (P. Martin) re timing of distribution issues under plan.	0.40	1495.00	\$598.00
04/13/2023	BLW	PD	Research re: plan issues.	1.40	895.00	\$1,253.00
04/14/2023	MDW	PD	Discussion with Insurance Broker re options for D&O insurance for Trust.	0.60	1495.00	\$897.00
04/17/2023	MDW	PD	Review filed version of Trust Agreement, and outline issues to address with Debtors' in advance of filing.	1.10	1495.00	\$1,644.50
04/17/2023	MDW	PD	Address insurance issues with broker.	0.40	1495.00	\$598.00
04/18/2023	AAH	PD	Multiple communications regarding Plan Supplements including GUC Trust Agreement and Executory Contracts list.	0.30	895.00	\$268.50
04/18/2023	AAH	PD	Review Debtor's red-lined changes to GUC Trust Agreement and M. Warner's revisions and address issues related thereto including annual distribution	1.00	895.00	\$895.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			qualifications.			
04/18/2023	MDW	PD	Cont. review of trust agreement for issues to address with the Debtors.	1.20	1495.00	\$1,794.00
04/18/2023	MDW	PD	Interview by various insurance carries for trust insurance.	0.90	1495.00	\$1,345.50
04/19/2023	AAH	PD	Review select provisions of Plan and Confirmation Order and address GUC Trust Agreement issues related to Plan Supplement.	1.20	895.00	\$1,074.00
04/19/2023	BLW	PD	Call with Bank re: effective date account set up (.6) and call with Mr. Warner re: same (.2).	0.80	895.00	\$716.00
04/20/2023	AAH	PD	Continue review of M. Warner's comments to GUC Trust Agreement and tax issues related thereto.	0.50	895.00	\$447.50
04/20/2023	AAH	PD	Review cumulative Plan Supplements regarding issues related to GUC Trust Agreement.	0.40	895.00	\$358.00
04/20/2023	AAH	PD	Review relevant provisions of Plan, Confirmation Order, and Plan documents to address issues related to amended assumption and cure schedule proposed by Debtors; and follow up with M. Warner regarding same.	1.00	895.00	\$895.00
04/21/2023	MDW	PD	Review memo to committee re case update issues.	0.60	1495.00	\$897.00
04/21/2023	BLW	PD	Call re: FEIN for GUC Trust.	0.10	895.00	\$89.50
04/25/2023	AAH	PD	Communications among professionals for Debtors and Committee regarding Plan documents including GUC Trust Agreement and CI Agreement.	0.30	895.00	\$268.50
04/25/2023	MDW	PD	Final review of Trust Agreement draft from attorney for Debtors.	1.40	1495.00	\$2,093.00
04/26/2023	AAH	PD	Communications with case professionals regarding Plan Documents including Trust Agreement & CI Agreement.	0.20	895.00	\$179.00
04/26/2023	AAH	PD	Communications with Weil regarding Plan documents (CI Agreement) to be executed between Reorganized Debtors and GUC Trustee.	0.20	895.00	\$179.00
04/26/2023	AAH	PD	Call with M. Warner & WT regarding Trust Agreement and other GUC Trust issues.	0.70	895.00	\$626.50
04/26/2023	MDW	PD	Call with Wilmington Trust re investment and banking issues, and draft KYC, W-9, Account Agreement, and related issues in prep for Effective Date.	4.20	1495.00	\$6,279.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/26/2023	MDW	PD	Review Plan and draft table of Effective Date funding requirements for call with Debtors' professionals.	1.20	1495.00	\$1,794.00
04/26/2023	BLW	PD	Multiple calls (3x) with Mr. Warner re: effective date issues.	0.60	895.00	\$537.00
04/27/2023	AAH	PD	Multiple communications among case professionals regarding Plan documents including GUC Trust issues.	0.70	895.00	\$626.50
04/27/2023	AAH	PD	Attend call with Debtor and Committee professionals regarding GUC Trust funding.	0.20	895.00	\$179.00
04/27/2023	MDW	PD	Call with Debtors' professionals re plan funding issues.	0.40	1495.00	\$598.00
04/27/2023	MDW	PD	Address effective date issues for Trust with lead counsel, et al.	1.70	1495.00	\$2,541.50
04/27/2023	BLW	PD	Call with Mr. Warner re: effective date issues.	0.20	895.00	\$179.00
04/27/2023	BLW	PD	Attend plan funds flow call.	0.20	895.00	\$179.00
04/28/2023	AAH	PD	Multiple communications with FTI & PSZJ committee team regarding Plan and GUC Trust issues.	0.30	895.00	\$268.50
04/28/2023	MDW	PD	Review Plan, Confirmation Order and Trust Agreement; outline issues to address in advance of and on Effective Date.	4.80	1495.00	\$7,176.00
				35.40		\$45,973.00
TOTAL SERVICES FOR THIS MATTER:						\$190,358.50

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Expenses

04/09/2023	LN	82853.00002 Lexis Charges for 04-09-23	46.40
04/27/2023	LN	82853.00002 Lexis Charges for 04-27-23	14.59
04/30/2023	PAC	Pacer - Court Research	0.20
Total Expenses for this Matter			\$61.19

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REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 04/30/2023

Total Fees	\$190,358.50
Total Expenses	61.19
Total Due on Current Invoice	\$190,419.69
Outstanding Balance from prior invoices as of 04/30/2023	(May not include recent payments)
A/R Bill Number	Invoice Date
132289	02/28/2023
132295	03/31/2023
	Total Amount Due on Current and Prior Invoices:
	\$385,039.85

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
TALEN ENERGY SUPPLY, LLC, et al. ¹	§	Case No. 22-90054 (MI)
Debtors.	§	(Jointly Administered)
	§	

**MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MAY 1, 2023 THROUGH MAY 17, 2023**

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Professionals* [Docket No. 631] (the “Compensation Order”) entered by the Court on June 24, 2022, Pachulski Stang Ziehl & Jones LLP (“PSZJ”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), submits this monthly statement of services rendered and expenses incurred in this case for the period from May 1, 2023 through May 17, 2023 (the “Statement Period”).²

I. Itemization of Services Rendered by PSZJ:

1. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rates and the total number of hours spent by each individual providing services during the Statement Period for which PSZJ seeks compensation.

¹A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

²A capitalized term used but not defined herein shall have the meaning ascribed to it in the *Joint Chapter 11 Plan of Talen Energy Supply, LLC and its Affiliated Debtors* [Docket Nos. 1570 & 1694] (as may be further amended or modified, the “Plan”).

Name	Position / Dept.	State of Bar Admission / Year	Hourly Rate ³	Hours	Total Compensation
Michael D. Warner	Partner	Texas/1995 California/1984	\$1,495.00	36.7	\$54,866.50
Judith Elkin	Partner	Texas/1982 New York/2004	\$1,450.00	35.1	\$50,895.00
Ayala A. Hassell	Counsel	Texas/1986	\$895.00	52.9	\$47,345.50
Benjamin L. Wallen	Associate	Texas/2016	\$895.00	5.8	\$5,191.00
Kerri L. LaBrada	Paralegal	N/A	\$545.00	7.0	\$3,815.00
TOTALS:				137.5	\$162,113.00

2. The time records of PSZJ consisting of a daily breakdown of the time spent by each person on each day and detail as to the disbursements incurred are attached as Exhibit A to this Monthly Fee Statement.

II. Itemization of Services Rendered and Disbursements Incurred By Category

3. The following itemization presents the services rendered by PSZJ by task categories and provides a summary of disbursements incurred by category of expense disbursement.

A. Services Rendered

4. The following services were rendered in the following task categories:

Task Category	Hours	Fees Earned
Case Administration	.4	\$218.00
Post-Conf. Eclud. Lit	16.0	\$22,520.00
Fees of Professionals	11.1	\$12,874.50
Post-Conf. Claim Admin.*	19.3	\$18,716.50
Plan & Disclosure Stmt.	90.7	\$107,784.00
TOTALS	137.5	\$162,113.00

³ See Notice of Increase of the Hourly Rates of Professionals [Docket No. 1763] (providing advance notice of PSZJ's rate increases, effective as of January 5, 2023).

*On and after the December 20, 2022 Confirmation Date, certain services provided and expenses incurred by the Committee's professionals, including the services in these categories, are subject to the Committee Budget in accordance with Arts. I.A.65; I.A.69; II.E.2 of the Plan. The Committee's professionals anticipate addressing the accounting of these and any subsequent amounts subject to the Committee Budget with the Debtors, as appropriate.

5. A detailed itemization of the services rendered in each of the above task categories is set forth in **Exhibit A**.

B. Expenses Incurred

6. The expenses incurred by PSZJ for this Statement are as follows:

Expense Category	Total Expenses
TOTAL	\$0.00

7. Accordingly, the amount of compensation and expenses payable for this Statement Period is **\$129,769.16**, which is calculated as follows:

Total Fees for Services Rendered During Statement Period:	\$162,113.00
Twenty Percent (20%) Holdback:	<u>(\$32,422.60)</u>
Total Fees Less Holdback:	\$129,690.40
Expenses Incurred (100%):	<u>\$0.00</u>
TOTAL	\$129,690.40

WHEREFORE, pursuant to the Compensation Order, PSZJ requests payment of compensation in the amount of (i) \$129,690.40 (80% of \$162,113.00) on account of actual, reasonable and necessary professional services rendered to the Committee by PSZJ and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$0.00 incurred on behalf of the Committee by PSZJ.

Dated: June 2, 2023

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES, LLP

/s/ Michael D. Warner

Michael D. Warner (TX Bar No. 00792304)
 Benjamin L. Wallen (TX Bar No. 24102623)
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- and -

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Co-Counsel to the Official Committee of Unsecured Creditors

EXHIBIT A

(May 1, 2023 – May 17, 2023 Invoice)

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

May 17, 2023
Invoice 132537
Client 82853
Matter 00002
BJS

PJL

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 05/17/2023

FEES	\$162,113.00
TOTAL CURRENT CHARGES	\$162,113.00
BALANCE FORWARD	\$385,039.85
TOTAL BALANCE DUE	\$547,152.85

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Summary of Services by Professional

ID	Name	Title	Rate	Hours	Amount
AAH	Hassell, Ayala A.	Counsel	895.00	52.90	\$47,345.50
BLW	Wallen , Ben L	Associate	895.00	5.80	\$5,191.00
JE	Elkin, Judith	Counsel	1450.00	35.10	\$50,895.00
KLL	LaBrada, Kerri L.	Paralegal	545.00	7.00	\$3,815.00
MDW	Warner, Michael D.	Partner	1495.00	36.70	\$54,866.50
				137.50	\$162,113.00

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Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
CA	Case Administration [B110]	0.40	\$218.00
ELM	Post-Conf. Eclud. Lit.	16.00	\$22,520.00
F	Fees of Professionals	11.10	\$12,874.50
PCCA	Post-Conf. Claim Admin.	19.30	\$18,716.50
PD	Plan & Disclosure Stmt. [B320]	90.70	\$107,784.00
		137.50	\$162,113.00

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Summary of Expenses

<u>Description</u>				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Case Administration [B110]						
05/01/2023	KLL	CA	Submit firm updated wire instructions to Alvarez & Marsal.	0.20	545.00	\$109.00
05/05/2023	KLL	CA	Review docket and update critical dates memo.	0.20	545.00	\$109.00
				0.40		\$218.00
Post-Conf. Exclu. Lit.						
05/02/2023	JE	ELM	Correspondence with Mr. Warner and WG team regarding Kinder Morgan settlement.	0.10	1450.00	\$145.00
05/02/2023	JE	ELM	Review revised settlement agreement with PSZJ revisions.	0.30	1450.00	\$435.00
05/03/2023	JE	ELM	Conference call with Mr. Warner, Mr. Rosenthal and WG team regarding Kinder Morgan settlement.	0.60	1450.00	\$870.00
05/03/2023	MDW	ELM	Prep for call, conduct call and post-call, re KM settlement comments.	0.90	1495.00	\$1,345.50
05/09/2023	JE	ELM	Review revised Kinder Morgan settlement agreement from Ms. Findlay.	0.40	1450.00	\$580.00
05/09/2023	JE	ELM	Correspondence with Mr. Warner and Mr. Wallen regarding remaining issue on proposed KM settlement.	0.20	1450.00	\$290.00
05/10/2023	JE	ELM	Call with Mr. Warner regarding revisions to Kinder Morgan settlement agreement.	0.20	1450.00	\$290.00
05/10/2023	JE	ELM	Call with Mr. Rosenthal regarding remaining issues with Kinder Morgan settlement agreement.	0.20	1450.00	\$290.00
05/10/2023	JE	ELM	Correspondence with Mr. Warner regarding call with Mr. Rosenthal regarding remaining issues with Kinder Morgan settlement agreement.	0.10	1450.00	\$145.00
05/10/2023	JE	ELM	Call with Mr. Warner regarding discussions with Mr. Rosenthal.	0.10	1450.00	\$145.00
05/10/2023	JE	ELM	Draft footnote insert to proposed 9019 motion and respond to correspondence with WGM and others on "final" KM settlement agreement and conditions to UCC consent.	0.50	1450.00	\$725.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/10/2023	MDW	ELM	Review Debtors most current changes to KM settlement and draft/review comments; memo to Committee re same.	2.40	1495.00	\$3,588.00
05/10/2023	KLL	ELM	Prepare memorandum update re Kinder Morgan settlement.	0.80	545.00	\$436.00
05/11/2023	JE	ELM	Review and revise memo to UCC regarding status of Talen/Kinder Morgan settlement.	0.30	1450.00	\$435.00
05/11/2023	JE	ELM	Review response from Mr. Rosenthal regarding Kinder Morgan indemnity issue.	0.10	1450.00	\$145.00
05/11/2023	JE	ELM	Prepare response to correspondence from Mr. Rosenthal.	0.10	1450.00	\$145.00
05/11/2023	JE	ELM	Two phone conversations with Mr. Warner regarding response from Mr. Rosenthal.	0.20	1450.00	\$290.00
05/11/2023	MDW	ELM	Internal discussions re Debtors' response to changes re KM settlement.	1.20	1495.00	\$1,794.00
05/13/2023	JE	ELM	Review Debtors' filed Motion for Approval of Settlement with Kinder Morgan and attached documents.	1.10	1450.00	\$1,595.00
05/13/2023	JE	ELM	Correspondence with Mr. Warner regarding settlement motion.	0.10	1450.00	\$145.00
05/15/2023	JE	ELM	Compare filed KM Settlement Agreement with last draft from debtors.	0.60	1450.00	\$870.00
05/15/2023	JE	ELM	Prepare memo on settlement motion for UCC.	0.60	1450.00	\$870.00
05/15/2023	JE	ELM	Correspondence with Mr. Warner regarding revisions to assignment agreement.	0.20	1450.00	\$290.00
05/15/2023	MDW	ELM	Review and internally address Debtors' motion re settlement with KM.	0.50	1495.00	\$747.50
05/15/2023	KLL	ELM	Retrieve filing relating to Kinder Morgan Settlement.	0.20	545.00	\$109.00
05/16/2023	JE	ELM	Correspondence with Mr. Rosenthal regarding potential solutions to UCC's remaining issue with KM settlement.	0.40	1450.00	\$580.00
05/16/2023	JE	ELM	Correspondence with Ms. LaBrada regarding KM settlement objection deadline and hearing.	0.10	1450.00	\$145.00
05/16/2023	JE	ELM	Correspondence with Mr. Wallen regarding hearing on KM claim objection.	0.20	1450.00	\$290.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/17/2023	JE	ELM	Prepare objection to KM settlement.	3.20	1450.00	\$4,640.00
05/17/2023	JE	ELM	Correspondence with Mr. Rosenthal regarding status of potential resolution of remaining issue.	0.10	1450.00	\$145.00
					16.00	\$22,520.00

Fees of Professionals

05/01/2023	MDW	F	Review / Revise table to use in discussions with Debtors re fees to committee and related issues.	1.20	1495.00	\$1,794.00
05/01/2023	BLW	F	Revise April monthly statement (.4) and revise February/march (.1) fee statements.	0.50	895.00	\$447.50
05/01/2023	KLL	F	Review chart on post effective date fee table and update same.	0.40	545.00	\$218.00
05/01/2023	KLL	F	Correspond with C. Price re FTI's February and March monthly fee statements.	0.30	545.00	\$163.50
05/01/2023	KLL	F	Amend PSZJ March monthly fee statement.	0.50	545.00	\$272.50
05/01/2023	KLL	F	Amend PSZJ April monthly fee statement and serve.	0.80	545.00	\$436.00
05/02/2023	MDW	F	Review and revise table re committee professional fees and address with co-counsel and FA.	1.60	1495.00	\$2,392.00
05/03/2023	MDW	F	Address Fee Table as requested by Debtors and related issues for distribution.	1.30	1495.00	\$1,943.50
05/03/2023	KLL	F	Correspond with M. Warner re fees of professionals.	0.20	545.00	\$109.00
05/03/2023	KLL	F	Review for serving FTI's February and March monthly fee statements.	0.40	545.00	\$218.00
05/04/2023	MDW	F	Revise Fee table to address with Debtors and internal discussion re final fee application issues.	1.30	1495.00	\$1,943.50
05/04/2023	KLL	F	Review and serve Moelis February monthly fee statement.	0.30	545.00	\$163.50
05/04/2023	KLL	F	Correspond with Moelis on monthly and final fee applications.	0.20	545.00	\$109.00
05/10/2023	MDW	F	Multiple calls with A&M re budgets, fee escrow and draft closing statement.	1.60	1495.00	\$2,392.00
05/15/2023	KLL	F	Circulate to M. Warner break down on PSZJ February and March invoices.	0.20	545.00	\$109.00
05/17/2023	KLL	F	Pull PSZJ fee statements and prepare breakdown on same for M. Warner.	0.30	545.00	\$163.50

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				11.10		\$12,874.50
Post-Conf. Claim Admin.						
05/02/2023	JE	PCCA	Review claims spread sheet from FTI.	1.80	1450.00	\$2,610.00
05/02/2023	JE	PCCA	Correspondence with Mr. Warner regarding issues relating claims analysis as structured by FTI.	0.20	1450.00	\$290.00
05/04/2023	AAH	PCCA	Multiple communications with FTI regarding claims reconciliation related to AR process, letter of credit claims, and GUC claims related to Excluded Litigation.	0.40	895.00	\$358.00
05/04/2023	AAH	PCCA	Address issues related to AR process, letter of credit claims, and GUC claims related to Excluded Litigation and review schedules of claims and mediation statement to address issues related to claims properly belonging in GUC pool of claims.	2.50	895.00	\$2,237.50
05/04/2023	AAH	PCCA	Multiple communications with FTI team regarding AR process, letter of credit claims, and GUC claims related to Excluded Litigation.	0.50	895.00	\$447.50
05/04/2023	JE	PCCA	Review claims register and outline issues for call with claims team.	0.60	1450.00	\$870.00
05/04/2023	BLW	PCCA	Call with Ms. Hassell re: excluded litigation and related claims.	0.30	895.00	\$268.50
05/05/2023	AAH	PCCA	Multiple communications with GUC Trust team regarding claims reconciliation issues and documents needed from Debtors.	0.20	895.00	\$179.00
05/09/2023	AAH	PCCA	Prepare for and attend call with FTI and PSZJ team regarding various claim issues including Excluded Litigation.	1.00	895.00	\$895.00
05/09/2023	BLW	PCCA	Call with FTI re: status of claims reconciliation and next steps.	0.40	895.00	\$358.00
05/12/2023	BLW	PCCA	Review opinion re: late filed claim and call with Mr. Warner re: same.	0.30	895.00	\$268.50
05/15/2023	AAH	PCCA	Call with B. Wallen regarding Motion for No Distribution and follow up with review of background information to support motion.	0.30	895.00	\$268.50
05/15/2023	AAH	PCCA	Review information from FTI regarding letter of credit claimants; review relevant background material including Plan documents; analyze issues related to reconciliation of LOC claims; and draft email to FTI regarding LOC claims analysis.	2.60	895.00	\$2,327.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/15/2023	BLW	PCCA	Call with Ms. Hassell re: motion re: no distribution.	0.30	895.00	\$268.50
05/16/2023	AAH	PCCA	Communications with FTI regarding LOC claims analysis.	0.20	895.00	\$179.00
05/16/2023	AAH	PCCA	Begin drafting Motion for No Distribution for Non-GUC Trust Beneficiary unsecured claims and follow up with GUC Trust team regarding information required for motion.	3.80	895.00	\$3,401.00
05/17/2023	AAH	PCCA	Review relevant Plan documents and pleadings for background information and continue drafting Motion for No Distribution for Non-GUC Trust Beneficiary unsecured claims and additional follow up communications with GUC Trust team regarding information required for motion.	3.90	895.00	\$3,490.50
				19.30		\$18,716.50

Plan & Disclosure Stmt. [B320]

05/01/2023	AAH	PD	Review and revise proposed Common Interest Agreement from Debtors' counsel; prepare red-lined draft incorporating revisions; and review relevant documents in connection therewith including Plan, GUC Trust Agreement, and Committee Protective Order.	5.30	895.00	\$4,743.50
05/01/2023	AAH	PD	Multiple communications with PSZJ team and debtors' counsel regarding draft Common Interest Agreement.	0.30	895.00	\$268.50
05/01/2023	JE	PD	Call with Mr. Warner regarding GUC Trust issues.	0.80	1450.00	\$1,160.00
05/01/2023	JE	PD	Review plan to assist with analysis of tax and distribution issues.	1.20	1450.00	\$1,740.00
05/01/2023	JE	PD	Review draft trust agreement.	0.80	1450.00	\$1,160.00
05/01/2023	JE	PD	Correspondence with Mr. Wallen regarding certain plan issues relating to trust formation.	0.20	1450.00	\$290.00
05/01/2023	JE	PD	Call with Mr. Warner regarding questions raised by plan and trust documents and certain tax treatments.	0.20	1450.00	\$290.00
05/01/2023	JE	PD	Review IRS Code sections cited in plan and trust agreement and to handling of disputed claims.	0.50	1450.00	\$725.00
05/01/2023	JE	PD	Correspondence with Mr. Warner regarding tax issues.	0.10	1450.00	\$145.00
05/01/2023	JE	PD	Correspondence with Mr. Kestenbaum regarding tax	0.70	1450.00	\$1,015.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			issues raised by certain plan provisions and in trust agreement.			
05/01/2023	MDW	PD	Address tax issues internally re trust reporting and distribution.	0.80	1495.00	\$1,196.00
05/01/2023	MDW	PD	Call with WT re Operating Account sweep function.	0.70	1495.00	\$1,046.50
05/01/2023	BLW	PD	Multiple calls (2x) with Mr. Warner re: effective date issues.	0.40	895.00	\$358.00
05/01/2023	BLW	PD	Correspond re: Plan/Trust issues.	0.10	895.00	\$89.50
05/02/2023	AAH	PD	Multiple revisions to draft Common Interest Agreement and communications with PSZJ team regarding same; incorporate additional revisions from team.	4.50	895.00	\$4,027.50
05/02/2023	JE	PD	Call with Mr. Warner regarding GUC Trust issues.	0.30	1450.00	\$435.00
05/02/2023	JE	PD	Numerous email discussions with Mr. Warner and Mr. Kestenbaum regarding tax issues and GUC Trust.	0.60	1450.00	\$870.00
05/02/2023	JE	PD	Review draft joint interest agreement.	1.10	1450.00	\$1,595.00
05/02/2023	JE	PD	Correspondence with Ms. Hassell regarding issues with joint interest agreement.	0.80	1450.00	\$1,160.00
05/02/2023	MDW	PD	Review and provide input re common interest agreement with Debtors.	0.80	1495.00	\$1,196.00
05/02/2023	MDW	PD	Provide tax input with lead counsel re distribution by Trust.	0.50	1495.00	\$747.50
05/02/2023	BLW	PD	Multiple calls (2x) with Mr. Warner re: effective date/trust issues.	0.60	895.00	\$537.00
05/03/2023	AAH	PD	Incorporate comments from J. Elkin, prepare new red-lined revisions to Common Interest Agreement, and review prior Committee Protective Order for inclusion of relevant provisions (2.8); multiple communications with J. Elkin regarding further revisions to Common Interest Agreement and prepare new red-lined revisions to same (1.3).	4.10	895.00	\$3,669.50
05/03/2023	JE	PD	Call with Ms. Hassell regarding Confidentiality and Common Interest Agreement.	0.30	1450.00	\$435.00
05/03/2023	JE	PD	Numerous correspondence with Ms. Hassell regarding Confidentiality and Common Interest Agreement.	0.50	1450.00	\$725.00

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05/03/2023	JE	PD	Correspondence with Ms. Greenwood and Mr. Brown regarding general needs for enforceability of common interest agreements.	0.20	1450.00	\$290.00
05/03/2023	JE	PD	Review samples of common interest agreement and certain case law on same.	1.10	1450.00	\$1,595.00
05/03/2023	JE	PD	Review and revise draft Confidentiality and Common Interest Agreement from WGM.	4.60	1450.00	\$6,670.00
05/03/2023	MDW	PD	Review table of insurance options in advance of call with Broker - Trust Insurance.	0.60	1495.00	\$897.00
05/03/2023	MDW	PD	Review and provide comments to proposed banking with WT.	0.90	1495.00	\$1,345.50
05/04/2023	AAH	PD	Prepare for call with PSZJ team regarding status of documentation and issues related to Effective Date and GUC Trust.	0.50	895.00	\$447.50
05/04/2023	JE	PD	Review and revise Confidentiality and Common Interest Agreement.	1.10	1450.00	\$1,595.00
05/04/2023	JE	PD	Correspondence with Ms. Hassell regarding revisions and discuss same with Ms. Hassell.	0.30	1450.00	\$435.00
05/04/2023	MDW	PD	Conference with Insurance Broker re selection of D&O Coverage for Trust - including review of options.	0.80	1495.00	\$1,196.00
05/04/2023	MDW	PD	Review execution version of Trust Agreement and provide signature in Trust to Debtors' counsel.	0.40	1495.00	\$598.00
05/04/2023	BLW	PD	Review effective date action items list.	0.40	895.00	\$358.00
05/05/2023	AAH	PD	Review additional revisions from PSZJ team and prepare additional red-lined revisions to Common Interest Agreement (1.9); multiple follow up communications with team (.4).	2.30	895.00	\$2,058.50
05/05/2023	JE	PD	Review and respond to correspondence from Ms. Hassell regarding revisions to confidentiality agreement.	0.70	1450.00	\$1,015.00
05/05/2023	MDW	PD	Address Trust banking issues with M&T and WT.	1.20	1495.00	\$1,794.00
05/08/2023	AAH	PD	Multiple additional revisions to Common Interest Agreement, separating out confidentiality obligations and limiting to privileged common interest documents; follow up with PSZJ team regarding revisions.	3.20	895.00	\$2,864.00
05/08/2023	MDW	PD	Internal discussion re common interest / confi	0.30	1495.00	\$448.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			agreement with Debtors.			
05/09/2023	AAH	PD	Continue revisions to Common Interest Agreement, separating confidentiality provisions; finalize red-lined draft; prepare clean draft; and send to debtors' counsel.	2.50	895.00	\$2,237.50
05/09/2023	AAH	PD	Multiple communications with PSZJ team and case professionals regarding plan documents including Common Interest Agreement and GUC Trust documents.	0.50	895.00	\$447.50
05/09/2023	JE	PD	Correspondence with Ms. Hassell and Mr. Warner regarding confidentiality agreement issues.	0.20	1450.00	\$290.00
05/09/2023	JE	PD	Review revised confidentiality agreement as to Privileged Documents and correspondence with Ms. Hassell regarding same.	0.60	1450.00	\$870.00
05/09/2023	JE	PD	Call on claims issues with PSZJ team.	0.50	1450.00	\$725.00
05/09/2023	MDW	PD	Address Trust banking issues with M&T and WT.	0.80	1495.00	\$1,196.00
05/09/2023	BLW	PD	Attend effective date call.	0.20	895.00	\$179.00
05/10/2023	AAH	PD	Prepare for and participate in team call in anticipation of Effective Date of the Plan.	1.20	895.00	\$1,074.00
05/10/2023	AAH	PD	Call with debtors' counsel and GUC Trust team regarding Common Interest Agreement and proposed Confidentiality Agreement; review committee bylaws and Protective Order for relevant provisions to include in Common Interest Agreement; and communications with PSZJ team regarding same.	1.20	895.00	\$1,074.00
05/10/2023	JE	PD	Prepare for and participate in team call in preparation for Effective Date of the Plan.	1.20	1450.00	\$1,740.00
05/10/2023	JE	PD	Review correspondence from debtor's counsel and Ms. Hassell regarding revisions to confidentiality agreements.	0.30	1450.00	\$435.00
05/10/2023	MDW	PD	Address Trust Banking issues tied to Effective Date with bank.	0.90	1495.00	\$1,345.50
05/10/2023	MDW	PD	Draft table and multiple emails to counsel for the Debtors re fees due to committee professionals (estimates) and wire due on Effective Date.	1.60	1495.00	\$2,392.00
05/10/2023	MDW	PD	Prep for and participate in team call in prep for Effective Date of the Plan.	1.20	1495.00	\$1,794.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/10/2023	MDW	PD	Address necessary filings on Effective Date by Committee/Trust.	0.80	1495.00	\$1,196.00
05/10/2023	BLW	PD	Call with GUC Trustee and PSZJ attorneys re: effective date and GUC trust planning issues under plan.	1.20	895.00	\$1,074.00
05/10/2023	BLW	PD	Call with Mr. Warner re: effective date preparation issues.	0.30	895.00	\$268.50
05/10/2023	BLW	PD	Calls (2x) with Mr. Warner re: effective date fee estimate questions/issues from A&M.	0.50	895.00	\$447.50
05/10/2023	KLL	PD	Prepare for and participate in team call in preparation for Effective Date of the Plan.	1.20	545.00	\$654.00
05/10/2023	KLL	PD	Prepare notice of good faith valuation.	0.80	545.00	\$436.00
05/11/2023	AAH	PD	Revise Common Interest Agreement to include confidentiality agreement and procedures; and communications with PSZJ team regarding same.	6.80	895.00	\$6,086.00
05/11/2023	JE	PD	Review tax provisions in plan regarding GUC Trust and related provisions in GUC Trust Agreement.	0.40	1450.00	\$580.00
05/11/2023	JE	PD	Review draft from Ms. LaBrada regarding Notice of Trust Valuation.	0.10	1450.00	\$145.00
05/11/2023	JE	PD	Correspondence with Mr. Kestenbaum regarding trust tax issues.	0.30	1450.00	\$435.00
05/11/2023	JE	PD	Review response from Mr. Kestenbaum and correspondence with Mr. Warner regarding valuation issue.	0.30	1450.00	\$435.00
05/12/2023	AAH	PD	Continue revisions to Confidentiality and Common Interest Agreement and communications to PSZJ team and debtors' counsel enclosing red-lined version, clean version, and proposed Exhibit A.	4.70	895.00	\$4,206.50
05/12/2023	JE	PD	Call with Mr. Warner regarding Trust tax issues.	0.20	1450.00	\$290.00
05/12/2023	JE	PD	Correspondence with Mr. Kestenbaum regarding Trust tax issues.	0.20	1450.00	\$290.00
05/12/2023	JE	PD	Review revised confidentiality agreement from Ms. Hassell and correspondence with Ms. Hassell regarding sending to debtors' counsel.	0.60	1450.00	\$870.00
05/12/2023	MDW	PD	Continue addressing banking issues for Trust.	0.60	1495.00	\$897.00
05/12/2023	MDW	PD	Review Debtors' funds flow and escrow proposals, and address same with other Committee	2.40	1495.00	\$3,588.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			professionals.			
05/12/2023	MDW	PD	Continue addressing closing issues and trust formation, banking etc.	0.80	1495.00	\$1,196.00
05/15/2023	JE	PD	Call with Mr. Warner and Mr. Rae regarding trust tax issues.	0.50	1450.00	\$725.00
05/15/2023	JE	PD	Correspondence with Mr. Kestenbaum regarding tax issues.	0.10	1450.00	\$145.00
05/15/2023	MDW	PD	Multiple communications with WT re account opening issues, and communication with Debtors' FA re same.	0.70	1495.00	\$1,046.50
05/15/2023	MDW	PD	Address Tax issues under Trust, in advance of ED.	0.50	1495.00	\$747.50
05/15/2023	MDW	PD	Review communication from Debtors' counsel re possible relief from stay by "Coleman."	0.30	1495.00	\$448.50
05/15/2023	MDW	PD	Review Debtors' recent filings in support of Plan (supplement documents).	0.40	1495.00	\$598.00
05/15/2023	MDW	PD	Review Debtors' settlement agreement with Barclays/Axpo and review table of claims - confirm secured issues, and not GUC.	0.60	1495.00	\$897.00
05/15/2023	MDW	PD	Internal discussion with other committee professionals re funds flow issues.	0.70	1495.00	\$1,046.50
05/15/2023	BLW	PD	Multiple (3x) calls with Mr. Warner re: effective date issues and trust going hard.	0.20	895.00	\$179.00
05/16/2023	JE	PD	Correspondence with Mr. Warner and others regarding plan effective date issues and notices required to be filed by GUC Trust upon effective date.	0.50	1450.00	\$725.00
05/16/2023	MDW	PD	Participate in all hands pre-closing call and call from Debtors' FA re trust transfer details.	0.50	1495.00	\$747.50
05/16/2023	MDW	PD	Address Trust Insurance issues pre-Effective Date.	0.90	1495.00	\$1,345.50
05/16/2023	MDW	PD	Address Trust Banking issues pre-Effective Date.	0.60	1495.00	\$897.00
05/16/2023	MDW	PD	Participate in all hands call re pre-closing issues.	0.30	1495.00	\$448.50
05/17/2023	AAH	PD	Receive and review multiple communications regarding Plan Effective Date and related documentation.	0.40	895.00	\$358.00
05/17/2023	JE	PD	Review correspondence regarding plan effective date.	0.10	1450.00	\$145.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/17/2023	JE	PD	Review and comment on documents to be filed by Trust in connection with effective date.	0.30	1450.00	\$435.00
05/17/2023	MDW	PD	Participate in pre-closing call, and address issues with WT, insurance, etc. prior to Effective Date.	1.80	1495.00	\$2,691.00
05/17/2023	MDW	PD	Continue addressing pre-Effective Date closing issues (banking, insurance, etc.)	1.30	1495.00	\$1,943.50
05/17/2023	BLW	PD	Call with Mr. Warner re: effective date issues.	0.10	895.00	\$89.50
				90.70		\$107,784.00
TOTAL SERVICES FOR THIS MATTER:				\$162,113.00		

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REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 05/17/2023

Total Fees	\$162,113.00
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Total Due on Current Invoice	\$162,113.00
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Outstanding Balance from prior invoices as of	05/17/2023	(May not include recent payments)
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A/R Bill Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
132289	02/28/2023	\$160,261.00	\$1,560.36	\$161,821.36
132295	03/31/2023	\$32,763.50	\$35.30	\$32,798.80
132536	04/30/2023	\$190,358.50	\$61.19	\$190,419.69

Total Amount Due on Current and Prior Invoices:	\$547,152.85
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